

BARNES GROUP INC

Form 4

May 19, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box  
 if no longer  
 subject to  
 Section 16.  
 Form 4 or  
 Form 5  
 obligations  
 may continue.  
*See Instruction*  
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
 SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**O BRIEN LAWRENCE W**

(Last) (First) (Middle)

**BARNES GROUP INC., 123 MAIN  
 STREET**

(Street)

**BRISTOL, CT 06011-0489**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**BARNES GROUP INC [B]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/17/2005**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President, Treasurer

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting  
 Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2005		M	10,364	A \$ 23 0	D	
Common Stock	05/17/2005		F	8,815	D \$ 29.415 0	D	
Common Stock	05/17/2005		M	992	A \$ 24.79 0	D	
Common Stock	05/17/2005		F	887	D \$ 29.415 0	D	
Common Stock	05/17/2005		M	3,170	A \$ 26.005 0	D	

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Common Stock	05/17/2005	F	2,919	D	\$ 29.415	0	D	
Common Stock	05/17/2005	M	559	A	\$ 26.005	0	D	
Common Stock	05/17/2005	F	516	D	\$ 29.415	32,255 <sup>(1)</sup>	D	
Common Stock						4,661.106	I	By Company's 401(k) Plan
Common Stock						3,736.8334	I	By Company's Employee Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 23	05/17/2005		M	10,364	<sup>(2)</sup> 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005		A	8,815	05/17/2005 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 24.79	05/17/2005		M	992	<sup>(3)</sup> 08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005		A	887	05/17/2005 08/07/2011	Common Stock

Employee Stk Option-Right to Buy	\$ 26.005	05/17/2005	M	3,170	(4)	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005	A	2,919	05/17/2005	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.005	05/17/2005	M	559	(4)	02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005	A	516	05/17/2005	02/13/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

## Signatures

Signe S. Gates, pursuant to a Power  
of Atty 05/19/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes 7,000 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and 2,250 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest in 3 equal annual installments with the first installment vesting on 2/5/03.
- (3) The options vest 100% immediately on 8/25/03.
- (4) The options vest 100% immediately on 5/17/04.
- (5) 1 for 1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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