Edgar Filing: BARNES GROUP INC - Form 4

| February 08, 2005 OMB APPROVAL Check dis bus, fra longer subject 0.5 CURTIES AND EXCHANGE COMMISSION Company fra longer subject 0.5 Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 0.5 Section 16. OMB APPROVAL OMB APPROVAL Check dis bus, fra longer subject 0.5 Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 0.5 Section 17(a) of the Sectivities Exchange Act of 1934, obligations and other section 17(a) of the Polici Ulitity Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1935 or Section 17(a) of the Investment Company Act of 1935 or Section 17(a) of the Investment Company Act of 1930 or Section 17(a) of the Investment Company Act of 1930 or Section 17(a) of the Investment Company Act of 1930 or Section 17(a) of the Polici Ulitity Holding Company Act of 1930 or Section 17(a) of the Polici CIB Symbol Section Simple Section 17(a) of the Polici CIB Symbol Print or Type Responses: 1. Name and Address of Reporting Person(s) to Issuer Section Simple Section 17(a) of the Polici CIB Symbol Check all applicable: Section Simple Section 17(a) of the Polici CIB Symbol Section Simple Section 17(a) of the Polici CIB Symbol Check all applicable: Section Simple Section 17(a) of the Polici CIB Symbol Section Simple Section 17(a) of the Polici CIB Symbol Section Simple Section Simple Section 17(a) of the Polici CIB Symbol Section Simple Section Simple Section Section 17(a) of the Polici CIB Symbol Section Simple Section Simple Section Section Section Simple Section Section Simple Section Simple Section Simple Section Section Section 17(a) Of the Polici Section Section Section Section Section Section Secti | BARNES C Form 4 | GROUP INC | | | | | | | | | |
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| STATEMENT OF CHARGES IN BENEFICIAL OWNERSHIPOR Section 16. Estimated average burden hours per response. Estimated average burden hours per response. 0.5 Form 4 or Form 5 Sec Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Sec Instruction 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). 5. Estimated average presponse. 0.5 1. Name and Address of Reporting Person 1 (b). 2. Issuer 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer 0.5 1. Name and Address of Reporting Person 2. 2. Issuer Market of Transaction (Month/Day/Year) Check all applicable) 0.6 <td></td> <td>ager</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>Expires:</td> <td></td> | | ager | | | | | | Expires: | | | |
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| BARNES GROUP INC., 123 MAIN 02/07/2005 | (Last) | (First) (Middle) | | | isaction | | Director | 10 | 0% Owner | | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2. Conversion | 3. Transaction Date | | 4. Transacti | 5. orNumber | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu Deriy |
|--------------------------------------|---|---------------------|---|--------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|--|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, | ; | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | Sr. VP, Corporate Development | | | | |

Signatures

Nancy M. Clark, pursuant to a Power of Atty

**Signature of Reporting Person

02/08/2005

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) Settlement of Restricted Stock Units and Dividend Equivalents through conversion into Common Stock.
- (2) Includes 20,000 Restricted Stock Units granted 2/12/03 and 11,000 granted 4/14/04 that are subject to forfeiture if certain events occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.