Edgar Filing: FODELL THOMAS P - Form 4/A

FODELL T Form 4/A												
November 1										OMB A	APPROVAL	
FORM	A 4 UNITED	STATES						NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject th Section Form 4 Form 5 obligation may cor	nger to 16. or Filed put	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									Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
See Inst 1(b). (Print or Type		30(h)	of the I	nvestme	nt (Compan	y Act	: of 194	0			
1. Name and	Address of Reporting	Person *	Symbol	er Name a IES GRC				g	5. Relationship of Issuer			
(Last) BARNES (STREET	(Last) (First) (Middle) 3. Date (Month ARNES GROUP INC., 123 MAIN 10/28			ate of Earliest Transaction nth/Day/Year) 28/2004					(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) VP, BGI; COO, Assoc. Spring			
BRISTOL,	(Street) CT 06011-0489			nendment, onth/Day/Y 2004		-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting I	Person	
(City)	(State)	(Zip)	Tal	ble I - Nor	1-De	erivative	Securi	ties Acqu	uired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transact Code (Instr. 8) Code V	iono (1	. Securitie r Disposed Instr. 3, 4 Amount	d of (D		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock									21,963 <u>(1)</u>	D		
Common Stock									1,553.6728	I	By Company's Employee Stock Purchase Plan	
Common Stock	10/28/2004			Ι	7	87.869	D	\$ 26.35	15,308.645	I	By Company's 401(k) Plan	

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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.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				~	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP, BGI; COO, Assoc. Spring					
Signatures								
Signe S. Gates, pursuant to a Poor of Atty	ower	11/	/12/2004					

Explanation of Responses:

**Signature of Reporting Person

* 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).

Date

(1) Includes 8,000 Restricted Stock Units granted 2/12/03 and 5,000 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.