BARNES GROUP INC

Form 4 May 02, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

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

may continue. See Instruction

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Dempsey Patrick

2. Issuer Name and Ticker or Trading Symbol

BARNES GROUP INC [B]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

BARNES GROUP INC., 123 MAIN STREET

(Street)

04/28/2005

Director 10% Owner Other (specify _X__ Officer (give title below) below)

(Check all applicable)

VP-BGI; Pres., B. Aerospace

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

BRISTOL, CT 06011-0489

| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | ırities Acqı | uired, Disposed of | f, or Beneficia | lly 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. Securi or(A) or D (Instr. 3, | ispose | d of (D) | 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 | | | Code V | Amount | (D) | Price | (III3ti: 5 and 4) | | |
| Common Stock | 04/28/2005 | | M | 2,406 | A | \$ 23 | 0 | D | |
| Common Stock | 04/28/2005 | | F | 2,030 | D | \$ 29.805 | 0 | D | |
| Common Stock | 04/28/2005 | | M | 484 | A | \$ 24.73 | 0 | D | |
| Common Stock | 04/28/2005 | | F | 428 | D | \$ 29.805 | 0 | D | |
| Common Stock | 04/28/2005 | | M | 87 | A | \$ 24.73 | 0 | D | |

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| Common Stock | 04/28/2005 | F | 78 | D | \$ 29.805 | 24,534.9001 (1) | D | |
|-----------------|------------|---|----|---|--------------|--------------------|---|---|
| Common Stock | | | | | | 3,175.1787 | I | By Employee Stk Purchase Plan |
| Common Stock | | | | | | 1,365.506 | I | By 401(k) Plan |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|--|---|-------|--|--------------------|---|------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | o N o S |
| Employee Stk Option-Right to Buy | \$ 23 | 04/28/2005 | | M | | 2,406 | (2) | 02/05/2012 | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 29.805 | 04/28/2005 | | A | 2,030 | | 04/28/2005 | 02/05/2012 | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 24.73 | 04/28/2005 | | M | | 484 | <u>(3)</u> | 02/06/2011 | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 29.805 | 04/28/2005 | | A | 428 | | 04/28/2005 | 02/06/2011 | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 24.73 | 04/28/2005 | | M | | 87 | <u>(3)</u> | 10/30/2010 | Common Stock | |
| Employee Stk Option-Right | \$ 29.805 | 04/28/2005 | | A | 78 | | 04/28/2005 | 10/30/2010 | Common Stock | |

to Buy

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP-BGI; Pres., B. Aerospace

Signatures

Signe S. Gates, pursuant to Power of Attorney

05/02/2005

**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 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03, 1,200 granted 4/14/04, 4,500 granted 12/8/04, and 6,750 Restricted Stock Units and 6,750 Performance Share Units 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 2/5/2003.
- (3) The options vest 100% immediately on 8/19/03.
- **(4)** 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. 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.

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