

BARNES GROUP INC  
Form 4  
May 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Dempsey Patrick

(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)  
04/28/2005

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)

VP-BGI; Pres., B. Aerospace

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |   |
| 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<br>(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.

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(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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| 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   | (3) 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  | (3) 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<br>BARNES GROUP INC.<br>123 MAIN STREET<br>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.