

BARNES GROUP INC

Form 4

March 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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLF IDELLE K**

(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)  
**02/28/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP,BGI; COO, B. Distribution

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2005                              |                                                             | M                                    | 795                                                                 | A \$ 22.54                                                                                                         | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 02/28/2005                              |                                                             | F                                    | 715                                                                 | D \$ 26.5                                                                                                          | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 02/28/2005                              |                                                             | M                                    | 15,000                                                              | A \$ 23                                                                                                            | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 02/28/2005                              |                                                             | F                                    | 13,643                                                              | D \$ 26.5                                                                                                          | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 02/28/2005                              |                                                             | M                                    | 3,017                                                               | A \$ 23.1                                                                                                          | 0                                                                       | D                                                                 |

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|              |            |   |       |   |         |                       |   |
|--------------|------------|---|-------|---|---------|-----------------------|---|
| Common Stock | 02/28/2005 | F | 2,752 | D | \$ 26.5 | 0                     | D |
| Common Stock | 02/28/2005 | M | 1,559 | A | \$ 23.1 | 0                     | D |
| Common Stock | 02/28/2005 | F | 1,422 | D | \$ 26.5 | 46,696 <sup>(1)</sup> | D |

|              |  |  |  |  |            |   |                                           |
|--------------|--|--|--|--|------------|---|-------------------------------------------|
| Common Stock |  |  |  |  | 5,794.1974 | I | By Company's Employee Stock Purchase Plan |
| Common Stock |  |  |  |  | 2,062.635  | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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           | \$ 22.54                                               | 02/28/2005                           |                                                    | M                              | 795                                                                                     | <sup>(2)</sup> 05/11/2010                                | Common Stock                                      |
| Employee Stk Option-Right to Buy           | \$ 26.5                                                | 02/28/2005                           |                                                    | A                              | 715                                                                                     | 02/28/2005 05/11/2010                                    | Common Stock                                      |
| Employee Stk Option-Right to Buy           | \$ 23                                                  | 02/28/2005                           |                                                    | M                              | 15,000                                                                                  | <sup>(3)</sup> 02/05/2012                                | Common Stock                                      |
| Employee Stk Option-Right to Buy           | \$ 26.5                                                | 02/28/2005                           |                                                    | A                              | 13,643                                                                                  | 02/28/2005 02/05/2012                                    | Common Stock                                      |
|                                            | \$ 23.1                                                | 02/28/2005                           |                                                    | M                              | 3,017                                                                                   | <sup>(4)</sup> 05/11/2010                                |                                                   |

|                                        |         |            |   |       |            |            |  |                 |
|----------------------------------------|---------|------------|---|-------|------------|------------|--|-----------------|
| Employee Stk<br>Option-Right<br>to Buy |         |            |   |       |            |            |  | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.5 | 02/28/2005 | A | 2,752 | 02/28/2005 | 05/11/2010 |  | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 23.1 | 02/28/2005 | M | 1,559 | <u>(4)</u> | 05/11/2010 |  | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.5 | 02/28/2005 | A | 1,422 | 02/28/2005 | 05/11/2010 |  | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |                              |       |
|---------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                 | Director      | 10% Owner | Officer                      | Other |
| WOLF IDELLE K<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | VP,BGI; COO, B. Distribution |       |

## Signatures

Signe S. Gates, pursuant to a Power  
of Atty 03/02/2005

\_\_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 8,000 Restricted Stock Units granted 2/12/03, 5,000 granted 4/14/04 and 3,000 Restricted Stock Units and 3,000 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/18/2002.
- (3) The options vest in 3 equal annual installments with the first installment vesting on 2/5/2003.
- (4) The options vest 100% immediately on 2/25/02.
- (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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