

BARNES GROUP INC

Form 4

April 28, 2003

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

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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

Filed By
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol "B"				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Barnes Thomas O. (Last) (First) (Middle) Barnes Group Inc. P.O. Box 489, 123 Main Street (Street) Bristol, CT 06011-0489			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year April 25, 2003		☒ Director — 10% Owner — ☐ Officer (give title below) — Other (specify below) Chairman of the Board	
5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person						
(City) (State) (Zip)			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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, Par Value \$0.01 Per Share	04/25/03		M	2,000 A \$10.377				
"	04/25/03		S	2,000 D \$20.0533	148,128 ⁽¹⁾	D		
"					932.2647 ⁽²⁾	I	By my Wife	
"					12,563.9924 ⁽²⁾	I	As Custodian for Son	
"					316,237 ⁽²⁾	I	Trust # CF-2078	
"					1,810.6403	I	By Employee Stk Purchase Pln	
"					7,431.8440 ⁽³⁾	I	By 401 (k) Plan	

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"								19,678 ⁽²⁾	I	Trust #300446240
"								19,666 ⁽²⁾	I	Trust #300445640
"								11,454 ⁽²⁾	I	Trust # 300445540
"								8,847 ⁽²⁾	I	Trust #300445740
"								8,672 ⁽²⁾	I	Trust # 300445840
"								5,875 ⁽²⁾	I	Trust # 300445940
"								11,454 ⁽²⁾	I	Trust # 300446040
"								11,410 ⁽²⁾	I	Trust # 300446140

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stk Option (Right to Buy)	\$10.3777	04/25/03		M		2,000	04/25/03	01/21/04	Common Stock	2,000		0	D	

Explanation of Responses:

(1) Includes 2,000 shares of Restricted Stock Units that is subject to forfeiture if certain events occur.

(2) I hereby disclaim beneficial ownership of shares held by my Wife, my Son and the Trusts.

(3) Represents the number of shares beneficially owned as of 4/25/03.

By: /s/ **Thomas O. Barnes**

April 28, 2003

Date

**Signature of Reporting Person

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****Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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