

DEFORTE JOSEPH D

Form 4

May 27, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEFORTE JOSEPH D

(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)
05/26/2005

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 ____ Other (specify
below) below)

Vice President, Tax

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 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)
Common Stock	05/26/2005		M	6,629 A	\$ 16.9375 0	D	
Common Stock	05/26/2005		F	4,686 D	\$ 29.595 0	D	
Common Stock	05/26/2005		M	2,915 A	\$ 18.21 0	D	
Common Stock	05/26/2005		F	2,147 D	\$ 29.595 28,757.5134 (1)	D	
Common Stock					3,066.3913 I		By Company's Employee

Common Stock	4,559.569	I	Stock Purchase Plan 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.

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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 Amount Underlying Security (Instr. 3 and 4)		8. An or Nu of Sh	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stk Option-Right to Buy	\$ 16.9375	05/26/2005		M		6,629		<u>(2)</u>	02/10/2010	Common Stock	6
Employee Stk Option-Right to Buy	\$ 29.595	05/26/2005		A		4,686		05/26/2005	02/10/2010	Common Stock	4
Employee Stk Option-Right to Buy	\$ 18.21	05/26/2005		M		2,915		<u>(3)</u>	02/06/2011	Common Stock	2
Employee Stk Option-Right to Buy	\$ 29.595	05/26/2005		A		2,147		05/26/2005	02/06/2011	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEFORTE JOSEPH D BARNES GROUP INC.	Vice President, Tax

123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Nancy M. Clark, pursuant to a Power
of Atty

05/27/2005

____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 7,000 Restricted Stock Units granted 2/13/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and 2,250 Performance Share Awards 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 2/10/01.
- (3) The options vest in 3 equal annual installments with the first installment vesting on 2/6/02.
- (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.

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