

BARNES GROUP INC
Form 4
August 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
FODELL THOMAS P

(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)
08/24/2005

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; COO, Assoc. Spring

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 (D)	Price
Common Stock	08/24/2005		M		621	A	\$ 19.375
Common Stock	08/24/2005		F		435	D	\$ 34.225
Common Stock	08/24/2005		M		2,100	A	\$ 19.44
Common Stock	08/24/2005		F		1,470	D	\$ 34.225
Common Stock	08/24/2005		M		894	A	\$ 21.65

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Common Stock	08/24/2005	F	667	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	1,306	A	\$ 22.15	0	D
Common Stock	08/24/2005	F	987	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	1,800	A	\$ 22.333	0	D
Common Stock	08/24/2005	F	1,366	D	\$ 34.225	35,534 ⁽¹⁾	D

Common Stock						1,738.9542	I	By Company's Employee Stock Purchase Plan
Common Stock						16,041.465	I	By Company's 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	\$ 19.375	08/24/2005		M	621	⁽²⁾	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005		A	435	08/24/2005	02/10/2010	Common Stock

Employee Stk Option-Right to Buy	\$ 19.44	08/24/2005	M	2,100	(3)	02/19/2009	Common Stock	2	
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	1,470		08/24/2005	02/19/2009	Common Stock	1
Employee Stk Option-Right to Buy	\$ 21.65	08/24/2005	M	894	(4)	04/11/2010	Common Stock		
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	667		08/24/2005	04/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 22.15	08/24/2005	M	1,306	(5)	04/11/2010	Common Stock	1	
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	987		08/24/2005	04/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 22.333	08/24/2005	M	1,800	(6)	02/21/2007	Common Stock	1	
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	1,366		08/24/2005	02/21/2007	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP, BGI; COO, Assoc. Spring	

Signatures

Signe S. Gates, pursuant to a Power
of Atty

08/26/2005

**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 Awards granted 2/16/05 that are subject to forfeiture if certain events occur.

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- (2) The options vest 100% immediately on 11/30/00.
- (3) The options vest 100% immediately on 2/19/99.
- (4) The options vest 100% immediately on 5/30/01.
- (5) The options vest 100% immediately on 11/30/01.
- (6) The options vest in 4 equal annual installments with the first installment vesting on 2/21/98.
- (7) 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.