

BARNES GROUP INC
Form 4
February 26, 2003

FORM 4

UNITED 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).

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Carpenter Edmund M. (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol Barnes Group Inc. "B"		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and Chief Executive Officer	
Barnes Group Inc. P.O. Box 489, 123 Main Street		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year February 24, 2003		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) Bristol, CT 06011-0489			5. If Amendment, Date of Original (Month/Day/Year)		

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)	
				Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 Per Share		02/24/03		M		25,023	A	\$19.44			
Common Stock, Par Value \$0.01 Per Share		02/24/03		F		24,505	D	\$20.06			
Common Stock, Par Value \$0.01 Per Share		02/24/03		M		83,333	A	\$18.21			
Common Stock, Par Value \$0.01 Per Share		02/24/03		F		78,181	D	\$20.06	234,205	D	
Common Stock, Par Value \$0.01 Per Share									4,933.6966	I	By Employee Stock Purchase Plan
Common Stock, Par Value \$0.01 Per Share									3,817.426 ⁽¹⁾	I	By 401(k) Plan

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).

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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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stk Option (Right to Buy)	\$19.44	02/24/03		M		25,023	(2)	02/19/09	02/19/09	Common Stock	25,023		11,499	D	
Employee Stk Option (Right to Buy)	\$20.06	02/24/03		A	V	24,505		02/24/03	02/19/09	Common Stock	24,505		24,505	D	
Employee Stk Option (Right to Buy)	\$18.21	02/24/03		M		83,333	(3)	02/06/11	02/06/11	Common Stock	83,333		0	D	
Employee Stk Option (Right to Buy)	\$20.06	02/24/03		A	V	78,181		02/24/03	02/06/11	Common Stock	78,181		78,181	D	

Explanation of Responses:

- (1) Represents the number of shares beneficially owned as of 02/24/03.
- (2) The options vest in four equal annual installments.
- (3) The options vest at the rate of 33-1/3% on the first, second and third anniversaries of the grant date beginning on 2/7/01.

By: /s/ Nancy M. Clark, Attorney-in-Fact February 26, 2003
 Date

**Signature of Reporting Person

**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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