

BARNES GROUP INC

Reported by
DREWETT A KEITH

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/13/05 for the Period Ending 06/10/05

| | |
|-------------|--|
| Address | 123 MAIN ST BRISTOL, CT 06010 |
| Telephone | 8605837070 |
| CIK | 0000009984 |
| Symbol | B |
| SIC Code | 3490 - Miscellaneous Fabricated Metal Products |
| Industry | Misc. Fabricated Products |
| Sector | Basic Materials |
| Fiscal Year | 12/31 |

BARNES GROUP INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 6/13/2005 For Period Ending 6/10/2005

| | |
|-------------|---|
| Address | 123 MAIN ST BRISTOL, Connecticut 06010 |
| Telephone | 860-583-7070 |
| CIK | 0000009984 |
| Industry | Misc. Fabricated Products |
| Sector | Basic Materials |
| Fiscal Year | 12/31 |

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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(f) of the
Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| DREWETT A KEITH | BARNES GROUP INC [B] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| BARNES GROUP INC., 123 MAIN STREET | 6/10/2005 | VP, BGI; Pres., B Distribution |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| BRISTOL, CT 06011-0489 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | | | | | | 108555 (1) | D | |
| Common Stock | | | | | | | | 6742.6508 | I | By Company's Employee Stock Purchase Plan |
| Common Stock | | | | | | | | 1367.671 | I | By Company's 401(k) Plan |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 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) |
|--|--|-------------------|---|------------------------------------|---|---|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Dividend Equivalent (Right to Receive) | (2) | 6/10/2005 | | A | | 93.5406 | (3) | (3) | Common Stock | 93.5406 | (2) | 1772.7847 | D | |

Explanation of Responses:

- (1) Includes 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) 1 for 1
- (3) The Rights become exercisable for shares of common stock proportionally with incentive stock units to which they relate. The actual receipt of the shares is based on conditions being met.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| DREWETT A KEITH BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | VP, BGI; Pres., B Distribution | |

Signatures

**Nancy M. Clark,
pursuant to a
Power of Atty**

** Signature of Reporting
Person

6/13/2005

Date

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).

** 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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