

# **BARNES GROUP INC**

Reported by  
**GATES SIGNE S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/02/05 for the Period Ending 02/28/05

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

# FORM 4

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

OMB APPROVAL  
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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)
<b>GATES SIGNE S</b>	<b>BARNES GROUP INC [ B ]</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)
<b>BARNES GROUP INC., 123 MAIN STREET</b>	<b>2/28/2005</b>	<b>Sr. VP, Gen. Counsel &amp; Sec.</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>BRISTOL, CT 06011-0489</b>		<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	2/28/2005		M		1671	A	\$20.91	0	D	
Common Stock	2/28/2005		F		1430	D	\$26.50	0	D	
Common Stock	2/28/2005		M		729	A	\$21.25	0	D	
Common Stock	2/28/2005		F		631	D	\$26.50	0	D	
Common Stock	2/28/2005		M		22038	A	\$23.00	0	D	
Common Stock	2/28/2005		F		20044	D	\$26.50	89578.271 (1)	D	
Common Stock								6650.8531	I	By Company's Employee Stock Purchase 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				
Employee Stk Option-Right to Buy	\$20.91	2/28/2005		M		1671	(2)	2/10/2010	Common Stock	1671	(5)	0	D	
Employee Stk Option-Right to Buy	\$26.50	2/28/2005		A		1430	2/28/2005	2/10/2010	Common Stock	1430	(5)	1430	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stk Option-Right to Buy	\$21.25	2/28/2005		M			729	(3)	2/10/2010	Common Stock	729	(5)	0	D	
Employee Stk Option-Right to Buy	\$26.50	2/28/2005		A		631		2/28/2005	2/10/2010	Common Stock	631	(5)	631	D	
Employee Stk Option-Right to Buy	\$23.00	2/28/2005		M			22038	(4)	2/5/2012	Common Stock	22038	(5)	12962	D	
Employee Stk Option-Right to Buy	\$26.50	2/28/2005		A		20044		2/28/2005	2/5/2012	Common Stock	20044	(5)	20044	D	

**Explanation of Responses:**

- (1) Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/26/01.
- (3) The options vest 100% immediately on 5/25/01.
- (4) The options vest in three equal annual installments with the first installment vesting on 2/5/03.
- (5) 1 for 1.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Gen. Counsel & Sec.	

**Signatures****Signe S. Gates****3/2/2005**

\*\* Signature of Reporting Person

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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