

# **BARNES GROUP INC**

Reported by  
**ARRINGTON JOHN R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/13/04 for the Period Ending 02/11/04

|             |  |
|-------------|--|
| Address     | 123 MAIN ST<br>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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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## 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>ARRINGTON JOHN R</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>2/11/2004</b>                                  | <b>Sr. VP, Human Resources</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                    | 2/11/2004      |                                   | A (1)                     |   | 11000   | A          | \$0   | 54861.8925 (2)  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |       | 1626.0893   | I  | By Company's Employee Stock Purchase Plan             |
| Common Stock                    |                |                                   |                           |   |   |            |       | 3163.117  | 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 |  |   |  |  |
| Stock Option Right to Buy                | \$29.54  | 2/11/2004      |                                   | G                         |   | 9100   | (3)                                     | 2/11/2014       | Common Stock  | 9100                       | (4)  | 9100  | D  |  |

### Explanation of Responses:

- (1) Reporting person has received 11,000 Performance Accelerated Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes 20,000 Performance Accelerated Restricted Stock Units granted 2/12/03 that are subject to forfeiture if certain events occur.
- (3) The options vest at the rate of 33.334% on the 9th month and 33.333% on the 30th and 54th months beginning 11/11/04.

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ARRINGTON JOHN R<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | Sr. VP, Human Resources |       |

Signatures

Signe S. Gates, pursuant to a Power of Atty

2/13/2004

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.