

# **BARNES GROUP INC**

Reported by  
**MILZCIK GREGORY F**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/18/05 for the Period Ending 02/16/05

|             |                                                |
|-------------|------------------------------------------------|
| 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)                                                                                                                                                      |  |
| MILZCIK GREGORY F                         |  | BARNES GROUP INC [ B ]                            |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP, BGI; Pres., B. Aerospace</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |                                                                                                                                                                                                                              |  |
| BARNES GROUP INC., 123 MAIN STREET        |  | 2/16/2005                                         |  |                                                                                                                                                                                                                              |  |
| (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<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                              |  |
| (City) (State) (Zip)                      |  |                                                   |  |                                                                                                                                                                                                                              |  |

**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                    | 2/16/2005      |                                   | A (1)                     |   | 6750                                                              | A          | \$0   | 90630 (3)                                                                                     | D                                                        |                                                       |
| Common Stock                    | 2/16/2005      |                                   | A (2)                     |   | 6750                                                              | A          | \$0   | 97380 (3)                                                                                     | D                                                        |                                                       |
| Common Stock                    |                |                                   |                           |   |                                                                   |            |       | .5477                                                                                         | I                                                        | By Company's Employee Stock Purchase Plan             |
| Common Stock                    |                |                                   |                           |   |                                                                   |            |       | 2868.829                                                                                      | 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 | (A)                                                                                    | (D) | Date Exercisable                        | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                     |                                                                                  |                                                        |
| Stock Option-Right to Buy                | \$25.23                                                | 2/16/2005      |                                   | A                         |   | 12000                                                                                  |     | (4)                                     | 2/16/2015       | Common Stock                                                                      | 12000                      | (5)                                        | 12000                                                                                               | D                                                                                |                                                        |

#### Explanation of Responses:

- (1) Reporting Person has received 6,750 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Reporting Person has received 6,750 Performance Share Units that are subject to forfeiture if certain events occur.
- (3) Includes 22,000 Restricted Stock Units granted 2/12/03 and 12,000 granted 4/14/04 that are subject to forfeiture if certain events occur.

- ( 4) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/16/05.
- ( 5) 1 for 1.

**Reporting Owners**

| Reporting Owner Name / Address                                                      | Relationships |           |                              |       |
|-------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer                      | Other |
| MILZCIK GREGORY F<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | VP, BGI; Pres., B. Aerospace |       |

**Signatures**

Signe S. Gates, pursuant to a Power of Atty

2/18/2005

\*\* 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.
- 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.