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BARNES GROUP INC

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FODELL THOMAS P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/21/03 for the Period Ending 08/19/03

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

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BARNES GROUP INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 8/21/2003 For Period Ending 8/19/2003

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

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

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)
FODELL THOMAS P (Last) (First) (Middle)	**BARNES GROUP INC [B]**	_____ Director _____ 10% Owner
BARNES GROUP INC., 123 MAIN STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/19/2003**	__ **X** __ Officer (give title below) _____ Other (specify below) **VP, BGI; COO, Assoc. Spring**
BRISTOL, CT 06011-0489 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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	**8/19/2003**		**M**		**982**	**A**	**$16.9375**	**0**	**D**	
Common Stock	**8/19/2003**		**F**		**768**	**D**	**$24.73**	**0**	**D**	
Common Stock	**8/19/2003**		**M**		**3750**	**A**	**$14.40**	**0**	**D**	
Common Stock	**8/19/2003**		**F**		**2663**	**D**	**$24.73**	**11080** (1)	**D**	
Common Stock								**1242.9501** (2)	**I**	**By Employee Stk Purchase Plan**
Common Stock								**14939.872** (3)	**I**	**By 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				
Employee Stk Option (Right to Buy)	**$16.9375**	**8/19/2003**		**M**			**982**	**8/11/2000** (4)	**2/10/2010**	**Common Stock**	**982**	(6)	**1639**	**D**	
Employee Stk Option (Right to Buy)	**$24.73**	**8/19/2003**		**A**		**768**		**8/19/2003**	**2/10/2010**	**Common Stock**	**768**	(6)	**768**	**D**	
Employee Stk Option (Right to Buy)	**$14.40**	**8/19/2003**		**M**			**3750**	**4/11/2001** (5)	**4/11/2010**	**Common Stock**	**3750**	(6)	**0**	**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)	**$24.73**	**8/19/2003**		**A**		**2663**		**8/19/2003**	**4/11/2010**	**Common Stock**	**2663**	(6)	**2663**	**D**	

Explanation of Responses:

(1) Includes 8,000 Restricted Stock Units that are subject to forfeiture if certain events occur.

(2) Held in Company's Employee Stock Purchase Plan

(3) Held in Company's 401(k) Plan

(4) The options vest at the rate of 33-1/3% on the day after the end of the 6th, 18th, and 30th months with the first installment vesting on 8/11/2000.

(5) The options vest in four equal installments with the first installment vesting on 4/11/2001.

(6) Security converts to common stock on a one for one basis.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			**VP, BGI; COO, Assoc. Spring**	

Signatures

Signe S. Gates, pursuant to a Power of Atty — **8/21/2003**

** 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.

End of Filing

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