

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**  
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### ISSUER

#### **BARNES GROUP INC**

CIK: **9984** | IRS No.: **060247840** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3490** Miscellaneous fabricated metal products

Mailing Address  
123 MAIN ST  
BRISTOL CT 06010

Business Address  
123 MAIN ST  
BRISTOL CT 06010  
8605837070

### REPORTING OWNER

#### **Dempsey Patrick**

CIK: **1307654**  
Type: **4** | Act: **34** | File No.: **001-04801** | Film No.: **05790240**

Mailing Address  
123 MAIN STREET  
BRISTOL CT 06011

Business Address  
860-583-7070

# 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

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Dempsey Patrick</b>			2. Issuer Name and Ticker or Trading Symbol <b>BARNES GROUP INC [B]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>VP-BGI; Pres., B. Aerospace</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
BARNES GROUP INC., 123 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
BRISTOL, CT 06011-0489								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	04/28/2005		M		2,406	A	\$23	0	D	
Common Stock	04/28/2005		F		2,030	D	\$29.805	0	D	
Common Stock	04/28/2005		M		484	A	\$24.73	0	D	
Common Stock	04/28/2005		F		428	D	\$29.805	0	D	
Common Stock	04/28/2005		M		87	A	\$24.73	0	D	
Common Stock	04/28/2005		F		78	D	\$29.805	24,534.9001 <sup>(L)</sup>	D	
Common Stock								3,175.1787	I	By Employee Stk Purchase Plan
Common Stock								1,365.506	I	By 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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					

Employee Stk Option-Right to Buy	\$23	04/28/2005		<u>M</u>		2,406	(2)	02/05/2012	Common Stock	2,406	(4)	0	D
Employee Stk Option-Right to Buy	\$29.805	04/28/2005		<u>A</u>		2,030	04/28/2005	02/05/2012	Common Stock	2,030	(4)	2,030	D
Employee Stk Option-Right to Buy	\$24.73	04/28/2005		<u>M</u>		484	(3)	02/06/2011	Common Stock	484	(4)	0	D
Employee Stk Option-Right to Buy	\$29.805	04/28/2005		<u>A</u>		428	04/28/2005	02/06/2011	Common Stock	428	(4)	428	D
Employee Stk Option-Right to Buy	\$24.73	04/28/2005		<u>M</u>		87	(3)	10/30/2010	Common Stock	87	(4)	208	D
Employee Stk Option-Right to Buy	\$29.805	04/28/2005		<u>A</u>		78	04/28/2005	10/30/2010	Common Stock	78	(4)	78	D

**Explanation of Responses:**

1. Includes 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03, 1,200 granted 4/14/04, 4,500 granted 12/8/04, and 6,750 Restricted Stock Units and 6,750 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
2. The options vest in 3 equal annual installments with the first installment vesting on 2/5/2003.
3. The options vest 100% immediately on 8/19/03.
4. 1 for 1

**Signatures**

Signe S. Gates, pursuant to Power of Attorney

\*\* Signature of Reporting Person

05/02/2005

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.

**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 Number.**