

BENANAV GARY G
Form 4
March 31, 2003

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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| | | | | | | | | |
|--------------------------------------------------------------------|---------|----------|---------------------------------------------------------------------------------------|--|----------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* Benanav Gary G. | | | 2. Issuer Name and Ticker or Trading Symbol Barnes Group Inc. "B" | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year March 27, 2003 | | <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | |
| Barnes Group Inc. P.O. Box 489, 123 Main Street | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| (Street) Bristol, CT 06011-0489 | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <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. 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------|--------|------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code | Amount | (A) Price or (D) | | | |
| Common Stock, Par Value \$0.01 Per Share | | | | | | | 5,000 | D | |
| Common Stock, Par Value \$0.01 Per Share | | | | | | | 997.9639 | I | By Non-Employee Director Deferred Stock Plan |

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|----------------|----------------------|----------------|-------------------------|-----------------------------------------|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|----------------|----------------------|----------------|-------------------------|-----------------------------------------|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | (Month/Day/Year) | | Securities (Instr. 3 & 4) | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
|---------------------------|------------------------------|-----------------------|-------------------------------|-----------------|---|--------------------------------------------------------------|-----|-------------------|------------------|---------------------------|---------------|-----------------------------------------------------------------|--------------------------------------------------------------------|----------------------|------------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | | | | | | Title |
| Common Stock Units | 1 for 1 | | <u>(1)</u> | A | | 563.84 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 563.84 | | 4,800.7173 | I | By Non-Employee Director Deferred Compensation Plan |

Explanation of Responses:

(1) The common stock units were accrued under the Director's Deferred Compensation Plan on March 27, 2003.

(2) The units are to be settled in cash upon the reporting person's retirement.

By: /s/ **Signe S. Gates, Attorney-in-Fact**

March 31, 2003

Date

**Signature of Reporting Person

**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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