

BARNES THOMAS O  
Form 4  
November 23, 2004

**FORM 4**

**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

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 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARNES THOMAS O

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)  
11/19/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/25/2003		S <sup>(2)</sup>	V 4,700 D \$ 19.63	6,754 <sup>(2)</sup>	I	Trust # 300446040
Common Stock	04/07/2004		G	V 2,960 D \$ 0 <sup>(3)</sup>	308,877 <sup>(2)</sup>	I	Trust #CF-2078
Common Stock	04/07/2004		G	V 370 A \$ 0 <sup>(3)</sup>	150,048 <sup>(1)</sup>	D	
Common Stock	05/26/2004		G	V 370 D \$ 0 <sup>(3)</sup>	149,678 <sup>(1)</sup>	D	
Common Stock	05/26/2004		S <sup>(2)</sup>	V 370 D \$ 26.65	6,384 <sup>(2)</sup>	I	Trust #300446040

Edgar Filing: BARNES THOMAS O - Form 4

Common Stock	05/26/2004		S <sup>(2)</sup>	1,440	D	\$ 26.65	10,014 <sup>(2)</sup>	I	Trust #300445540
Common Stock	11/19/2004		S <sup>(2)</sup>	1,300	D	\$ 25.91	7,547 <sup>(2)</sup>	I	Trust #300445740
Common Stock							974.6217 <sup>(2)</sup>	I	By my wife
Common Stock							12,628.405 <sup>(2)</sup>	I	As Custodian for my Son
Common Stock							2,292.7217	I	By Employee Stock Purchase Plan
Common Stock							9,177.42	I	By 401(k) Plan
Common Stock							19,678 <sup>(2)</sup>	I	Trust #300446240
Common Stock							19,666 <sup>(2)</sup>	I	Trust #300445640
Common Stock							11,410 <sup>(2)</sup>	I	Trust #300446140
Common Stock							8,672 <sup>(2)</sup>	I	Trust #300445840
Common Stock							5,875 <sup>(2)</sup>	I	Trust #300445940

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X			

## Signatures

Thomas O.  
Barnes

11/22/2004

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Includes 2,000 shares of Restricted Stock Units granted 2/13/2003 and 1,550 granted on 4/14/2004 that are subject to forfeiture if certain events occur.
  - (2) I hereby disclaim beneficial ownership of shares held by my Wife, my Son and the Trusts except to the extent of his pecuniary interest.
  - (3) The reported transaction was a gift transaction of 370 shares from H. F. Barnes Trust No. CF2078 to 8 recipients including reporting person for total of 2,960 shares. On May 5, 2004, reporting person gifted 370 shares to his granddaughter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.