

DENNINGER WILLIAM C
 Form 4
 November 29, 2004

FORM 4

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

OMB APPROVAL

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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 *
 DENNINGER WILLIAM C

(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)
 11/24/2004

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)

Sr. VP, Finance & CFO

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 (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	11/24/2004		M		6,103 A \$ 22.3 0	D	
Common Stock	11/24/2004		F		5,488 D \$ 26.15 0	D	
Common Stock	11/24/2004		M		1,916 A \$ 22.78 0	D	
Common Stock	11/24/2004		F		1,748 D \$ 26.15 0	D	
Common Stock	11/24/2004		M		2,959 A \$ 23 0	D	

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Common Stock	11/24/2004	F	2,716	D	\$ 26.15	81,128.2006 (1)	D	
Common Stock						6,311.5728	I	By Company's Employee Stock Purchase Plan
Common Stock						3,149.155	I	By Company's 401(k) Plan

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

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(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 Security (Instr. 3 and 4)	8. An or Nu of Sh
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 22.3	11/24/2004		M		(2)	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.15	11/24/2004		A	5,488	11/24/2004	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 22.78	11/24/2004		M	1,916	(3)	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.15	11/24/2004		A	1,748	11/24/2004	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 23	11/24/2004		M	2,959	(4)	02/05/2012	Common Stock

Employee Stk										
Option-Right	\$ 26.15	11/24/2004		A	2,716	11/24/2004	02/05/2012	Common		2
to Buy								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Finance & CFO	

Signatures

Signe S. Gates, pursuant to a Power of Atty	11/29/2004
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__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 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.
- (2) The options vest 100% immediately on 2/13/2002.
- (3) The options vest 100% immediately on 11/15/2002.
- (4) The options vest in 3 equal annual installments with the first installment vesting on 2/5/2003.
- (5) 1 for 1

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.