

BARNES GROUP INC
Form 4
August 26, 2005

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)
08/24/2005

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	08/24/2005		M		28,872	A	\$ 25.615
Common Stock	08/24/2005		F		23,894	D	\$ 34.225
Common Stock	08/24/2005		M		11,274	A	\$ 25.615
Common Stock	08/24/2005		F		9,330	D	\$ 34.225
Common Stock	08/24/2005		M		1,402	A	\$ 25.63

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Common Stock	08/24/2005	F	1,161	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	5,488	A	\$ 26.15	0	D
Common Stock	08/24/2005	F	4,602	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	2,716	A	\$ 26.15	0	D
Common Stock	08/24/2005	F	2,278	D	\$ 34.225	115,212.5096 <u>(1)</u>	D

Common Stock						7,323.006	I	By Company's Employee Stock Purchase Plan
Common Stock						4,004.897	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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stk Option-Right to Buy	\$ 25.615	08/24/2005		M		28,872	<u>(2)</u>	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005		A		23,894		08/24/2005 02/05/2012	Common Stock
Employee Stk Option-Right	\$ 25.615	08/24/2005		M		11,274	<u>(2)</u>	02/06/2011	Common Stock

to Buy

Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	9,330	08/24/2005	02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 25.63	08/24/2005	M	1,402	(3)	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	1,161	08/24/2005	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.15	08/24/2005	M	5,488	(4)	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	4,602	08/24/2005	04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.15	08/24/2005	M	2,716	(4)	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	2,278	08/24/2005	02/05/2012	Common 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 08/26/2005

__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, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
 - (2) The options vest 100% immediately on 2/24/05.
 - (3) The options vest 100% immediately on 5/6/02.

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(4) The options vest 100% immediately on 11/24/04.

(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.

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