Dempsey Patrick Form 4 November 09, 2005

Common

Stock

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Dempsey Patrick** Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify **BARNES GROUP INC., 123 MAIN** 11/08/2005 below) below) STREET VP-BGI; Pres., B. Aerospace (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BRISTOL, CT 06011-0489 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 26,058.4302 \$ 11/08/2005 P 1,000 A D Stock 34.24 (1) By Company's Common **Employee** 3,482.1144 I Stock Stk Purchase Plan By

Company's

401(k) Plan

1,485.041

I

#### Edgar Filing: Dempsey Patrick - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	erivative			es	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Own	
	Security				Acquired	Acquired					Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						
					4, and 5)						
								,			
									Amount		
						Date Exercisable	Expiration Date		or		
									Number		
								C	of		
				Code V	(A) (D)			S	Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

**Dempsey Patrick** BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP-BGI; Pres., B. Aerospace

### **Signatures**

Signe S. Gates, pursuant to Power of Attorney

11/09/2005

\*\*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).
- 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.

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.

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