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BARNES GROUP INC

Form 4 April 25, 2003

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address of Report	2. Issu ''B''	er Nan	ne and	l Tick	er or	6. Relationship of Reporting Person(s)					
Barnes Thomas O. (Last) (First) (Mi Barnes Group Inc. P.O. Box 489, 123 Main Stree	of Rep	S. Iden orting ntity (v	Person	n,	umb	Mon	ratement for ath/Day/Year il 23, 2003	to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) Chairman of the Board			
(Street) Bristol, CT 06011-0489						Date	Amendment, of Original nth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Z	Zip)		Table	I No	on-De	riva	rities Acquired, Dispo	osed of, or Beneficially Owned			
(Instr. 3) acti Dat	ion Exe te Date onth/ if ar // (Mo	y nth/Day/	3. Trans- action Code (Instr. 8)	(A) (Ins		spos		Securities Beneficially Owned Follow- ing Reported Transactions(s)	ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V Am	nount	(A) or (D)	Price	(Instr. 3 & 4)			
Common Stock, Par Value \$0.01 Per Share	1/23/03		M	5	5,400	A	\$10.377	7			
" 04	1/23/03		S	5	5,400	D	\$21.006 1	148,128 <u>(1</u>	D		
"								932.2647(2	I	By my Wife	
,,								12,563.9924	I	As Custodian for Son	
"								316,237(2)(3)	I	Trust # CF-2078	
"								1,810.6403		By Employee Stk Purchase Pln	
"								7,431.8440	I	By 401 (k) Plan	

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"				19,678 <u>(2)</u>	I	Trust #300446240
"				19,666 <u>(2)</u>	I	Trust #300445640
"				11,454 ⁽²⁾	I	Trust # 300445540
"				8,847 <u>(2)</u>	I	Trust #300445740
"				8,672(2)	I	Trust # 300445840
"				5,875 <u>(2)</u>	I	Trust # 300445940
"				11,454(2)	I	Trust # 300446040
"				11,410 ⁽²⁾	I	Trust # 300446140

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

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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)

4				1,	_								4.0	44 37
	2. Conver-			4.	5.		Date Exerc	7. Title and			9. Number of	10.	Nature	
Derivative	sion or	action	Deemed	Trans-	Nun	nber	and Expiratio	n	Amount of		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of		Date		Underlying		Security	Securities	ship	Beneficial
	Price of		Date,	Code	Der	ivative	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Seci	ırities	Year)		(Instr. 3 &	(4)		Owned	of Deriv-	(Instr. 4)
Ì	Security	Day/	(Month/	(Instr.		uired			Ì			Following	ative	Ì
			`	8)	(A)								Security:	
			Year)	- /	` ′	osed						Transaction(s)	Direct	
					of (l							(Instr. 4)	(D)	
					01 (1)						(IIISu. 4)	or	
					(Inc	tr. 3,							Indirect	
					`	,							(I)	
				<u> </u>	4 &	r í		ı		ı	4		(Instr. 4)	
				Code V	(A)	(D)	Date	Expira-	Title	Amount			(111Str. 4)	
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				
Employee	\$10.3777	04/23/03		М		5,400	04/23/03	01/21/04	Common	5,400		0	D	
Stk						,			Stock	, , ,				
Option														
(Right to														
Buy)														
Duj)											I .			

Explanation of Responses:

- (1) Includes 2,000 shares of Restricted Stock Units that is subject to forfeiture if certain events occur.
- (2) I hereby disclaim benefical ownership of shares held by my Wife, my Son and the Trusts.
- (3) Represents the number of shares benefically owned as of 4/23/03.

By: /s/ Thomas O. Barnes

April 25, 2003

Date

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

^{**}Signature of Reporting Person

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**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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