

BARNES GROUP INC  
Form 4  
April 29, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**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  
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Section 16 Filer  
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|  |  |   |  |  |  |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Barnes Thomas O.</b><br>(Last) (First) (Middle) |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>"B"</b>                     |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br><input type="checkbox"/> Other (specify below)<br><b>Chairman of the Board</b> |  |
| Barnes Group Inc.<br>P.O. Box 489, 123 Main Street   |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |  | 4. Statement for Month/Day/Year<br><b>April 28, 2003</b>   |  |
| (Street)<br>Bristol, CT 06011-0489   |  |   |  | 5. If Amendment, Date of Original (Month/Day/Year)   |  |
| (City) (State) (Zip)   |  |   |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 & 5) |        |        | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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)                   |
| Common Stock, Par Value \$0.01 Per Share | 04/28/03                             |  | M                              |   | 16,300 | A      | \$10.377   |  |   |                              |
| "  | 04/28/03                             |  | S                              |   | 16,300 | D      | \$19.9834  | 148,128 <sup>(1)</sup>                                   | D   |                              |
| "  |                                      |  |                                |   |        |        |  | 932,2647 <sup>(2)</sup>                                  | I   | By my Wife                   |
| "  |                                      |  |                                |   |        |        |  | 12,563.9924 <sup>(2)</sup>                               | I   | As Custodian for Son         |
| "  |                                      |  |                                |   |        |        |  | 316,237 <sup>(2)</sup>                                   | I   | Trust # CF-2078              |
| "  |                                      |  |                                |   |        |        |  | 1,810.6403   | I   | By Employee Stk Purchase Pln |
| "  |                                      |  |                                |   |        |        |  | 7,431.8440 <sup>(3)</sup>                                | I   | By 401 (k) Plan              |

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

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

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

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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)

| 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 & 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stk Option (Right to Buy)         | \$10.3777  | 04/28/03                             |  | M                              |   | 16,300   |     | 04/28/03   | 01/21/04        | Common Stock  | 16,300                     |  | 0  | D  |  |

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 beneficial ownership of shares held by my Wife, my Son and the Trusts.

(3) Represents the number of shares beneficially owned as of 4/28/03.

By: /s/ **Thomas O. Barnes**

**April 29, 2003**

Date

\*\*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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