

MILZCIK GREGORY F
Form 4
May 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
MILZCIK GREGORY F

(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)
05/10/2005

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)
VP, BGI; Pres., Assoc. Spring

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	05/10/2005		M			8,333	A	\$ 23	0	D	
Common Stock	05/10/2005		F			6,945	D	\$ 30.385	0	D	
Common Stock	05/10/2005		M			6,103	A	\$ 23	0	D	
Common Stock	05/10/2005		F			5,087	D	\$ 30.385	0	D	
Common Stock	05/10/2005		M			9,516	A	\$ 23.9	0	D	

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Common Stock	05/10/2005	F	8,125	D	\$ 30.385	0	D
Common Stock	05/10/2005	M	6,104	A	\$ 23.9	0	D
Common Stock	05/10/2005	F	5,212	D	\$ 30.385	0	D
Common Stock	05/10/2005	M	1,503	A	\$ 23.9	0	D
Common Stock	05/10/2005	F	1,284	D	\$ 30.385	0	D
Common Stock	05/10/2005	M	23,737	A	\$ 25.16	0	D
Common Stock	05/10/2005	F	20,940	D	\$ 30.385	105,083 ⁽¹⁾	D

Common Stock						0.5517	I	By Company's Employee Stock Purchase Plan
Common Stock						3,086.878	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 (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stk Option-Right to Buy	\$ 23	05/10/2005		M		8,333	02/05/2003 ⁽²⁾	02/05/2012	Common Stock

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Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	6,945	05/10/2005	02/05/2012	Commo Stock
Employee Stk Option-Right to Buy	\$ 23	05/10/2005	M	6,103	02/05/2003 ⁽²⁾	02/05/2012	Commo Stock
Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	5,087	05/10/2005	02/05/2012	Commo Stock
Employee Stk Option-Right to Buy	\$ 23.9	05/10/2005	M	9,516	05/29/2002 ⁽³⁾	07/15/2009	Commo Stock
Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	8,125	05/10/2005	07/15/2009	Commo Stock
Employee Stk Option-Right to Buy	\$ 23.9	05/10/2005	M	6,104	05/29/2002 ⁽³⁾	02/06/2011	Commo Stock
Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	5,212	05/10/2005	02/06/2011	Commo Stock
Employee Stk Option-Right to Buy	\$ 23.9	05/10/2005	M	1,503	05/29/2002 ⁽³⁾	02/10/2010	Commo Stock
Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	1,284	05/10/2005	02/10/2010	Commo Stock
Employee Stk Option-Right to Buy	\$ 25.16	05/10/2005	M	23,737	08/23/2003 ⁽⁴⁾	02/06/2011	Commo Stock
Employee Stk Option-Right to Buy	\$ 30.385	05/10/2005	A	20,940	05/10/2005	02/06/2011	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP, BGI; Pres., Assoc. Spring	

Signatures

Signe S. Gates, pursuant to a Power
of Atty

05/11/2005

__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 and 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 in three equal annual installments with the first installment vesting on 2/5/03.
- (3) The options vest 100% immediately on 5/29/02.
- (4) The options vest 100 % immediately on 8/23/03.
- (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.