

BARNES GROUP INC
Form 4
May 24, 2005

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 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 *
ARRINGTON JOHN R

(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)
05/23/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Sr. VP, Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	05/23/2005		M		7,050	A	\$ 22.95
Common Stock	05/23/2005		F		5,877	D	\$ 30.315
Common Stock	05/23/2005		M		21,148	A	\$ 23
Common Stock	05/23/2005		F		17,650	D	\$ 30.315
Common Stock							85,526.5242
							(1)
Common Stock					1,685.4871	I	

By
Company's
Employee

Common Stock	2,994.06	I	Stock Purchase Plan By Company's 401(k) Plan
--------------	----------	---	---

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 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	\$ 22.95	05/23/2005		M	7,050	<u>(2)</u> 02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	5,877	05/23/2005 02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 23	05/23/2005		M	21,148	<u>(3)</u> 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	17,650	05/23/2005 02/05/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ARRINGTON JOHN R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	Sr. VP, Human Resources

Signatures

Signe S. Gates, pursuant to a Power
of Atty

05/24/2005

__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 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted on 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 2/18/02.
- (3) The options vest in 3 equal annual installments with the first installment vesting on 2/5/03.
- (4) 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.