

BARNES GROUP INC  
Form 4  
February 18, 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 \*  
WOLF IDELLE K

(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)  
02/16/2005

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.B. Distr. N A

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/16/2005                           |  | A <sup>(1)</sup>               | 3,000 A   | \$ 0 41,857 <sup>(3)</sup>  | D  |   |
| Common Stock                    | 02/16/2005                           |  | A <sup>(2)</sup>               | 3,000 A   | \$ 0 44,857 <sup>(3)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 5,794.1974  | I  | By Company's Employee Stock Purchase Plan             |
|                                 |                                      |  |                                |   | 2,042.874   | I  |   |

Common  
Stock

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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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option-Right to Buy                  | \$ 25.23   | 02/16/2005                           |  | A                              | 2,000   | <sup>(4)</sup> 02/16/2015                                | Common Stock  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| WOLF IDELLE K<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | VP,BGI;<br>Pres.B.<br>Distrb. N A |       |

## Signatures

Signe S. Gates, pursuant to a Power of Atty 02/18/2005

\_\_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) Reporting Person has received 3,000 Restricted Stock Units that are subject to forfeiture if certain events occur.

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- (2) Reporting Person has received 3,000 Performance Share Units that are subject to forfeiture if certain events occur.
- (3) Includes 8,000 Restricted Stock Units granted 2/12/03 and 5,000 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (4) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/16/05.
- (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.

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