

O BRIEN LAWRENCE W
Form 4
November 19, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O BRIEN LAWRENCE W

(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)
11/17/2004

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 ____ Other (specify
below) below)

Vice President, Treasurer

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	11/17/2004		M		4,667	A	\$ 18.6915	0 D
Common Stock	11/17/2004		F		3,692	D	\$ 26.905	0 D
Common Stock	11/17/2004		M		8,359	A	\$ 20.25	0 D
Common Stock	11/17/2004		F		6,943	D	\$ 26.905	0 D
Common Stock	11/17/2004		M		70	A	\$ 21.31	0 D

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Common Stock	11/17/2004	F	61	D	\$ 26.905	22,938 ⁽¹⁾	D	
Common Stock						3,106.2017	I	By Employee Stk Purchase Plan
Common Stock						3,568.759	I	By 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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Employee Stk Option-Right to Buy	\$ 18.6915	11/17/2004		M		4,667	08/07/2002 ⁽²⁾	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.905	11/17/2004		A		3,692	11/17/2004	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 20.25	11/17/2004		M		8,359	10/10/2002 ⁽⁴⁾	10/10/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.905	11/17/2004		A		6,943	11/17/2004	10/10/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 21.31	11/17/2004		M		70	05/15/2003 ⁽⁵⁾	08/07/2011	Common Stock
Employee Stk Option-Right	\$ 26.905	11/17/2004		A		61	11/17/2004	08/07/2011	Common Stock

to Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Nancy M. Clark, pursuant to a Power
of Atty 11/19/2004

__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 7,000 Restricted Stock Units granted 2/12/2003 and 4,000 granted 4/14/2004 that are subject to forfeiture if certain events occur.
- (2) The options vest in four equal annual installments, with the first installment vesting on 8/7/2002.
- (3) 1 for 1.
- (4) The options vest in three equal annual installments, with the first installment vesting on 10/10/2002.
- (5) The options vest 100% immediately on 5/15/2003.

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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