Edgar Filing: BARNES GROUP INC - Form 4

**BARNES GROUP INC** 

Form 4

November 19, 2002

## FORM 4

\_ Check this box if no longer subject to Section

obligations may continue.

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 

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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 Romeo & Dye's Instant Form 4 Filer www.section16.net

Name and Address of Reporting Person*  Fodell Thomas P.				er Nan	ne	and Tick	cer o	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below)					
(Last) (First)  Barnes Group Inc.  P.O. Box 489, 123 Main S	C	of Reporting Person,										ont	tement for h/Day/Year <b>mber 18, 2002</b>
										Vice President, Barnes Group Inc., Chief Operating Officer, Associated Spring, and Vice President, Sales & Marketing			
(Street) Bristol, CT 06011-0489										Amendment, of Original th/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person		
(City) (State)	(Zip)			Table	I	Non-D	eriva	osed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Trans- action Date	Execut Date, if any	f any Month/Day/		-	4. Securi	ties ispos	Acquire sed of (I	ed ( D) ( I i	5. Amount of Securities	6. Owner- ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price	e (	(Instr. 3 & 4)			
Common Stock, Par Value \$0.01 Per Share	11/18/02			M		191	A	\$16.93	75				
Common Stock, Par Value \$0.01 Per Share	11/18/02			F		160	D	\$22.	.54	1,576	D		
Common Stock, Par Value \$0.01 Per Share										992.6626	I	By Employee Stock Purchase Plan	
Common Stock, Par Value \$0.01 Per Share										13,467.1950 <u>(1)</u>	I	By 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

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

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

		•	0/1 /		_				-		<i>-</i>		•	
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.		<ol><li>Date Exerc</li></ol>	isable	7. Title an	ıd	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Nun	nber	and Expiratio	n	Amount o	f	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of		Date		Underlyin	ıg	Security	Securities	ship	Beneficial
	Price of		Date,	Code	Der	ivati	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Seci	ıritie	<b>Y</b> ear)		(Instr. 3 &	z 4)		Owned	of Deriv-	(Instr. 4)
	Security	Day/	(Month/	(Instr.	Acq	uire	1					Following	ative	
		Year)	Day/	8)	(A)	or						Reported	Security:	
			Year)		Disp	oseo	1					Transaction(s)	Direct	
					of (l	D)						(Instr. 4)	(D)	
												,	or	
					(Ins	tr.	1						Indirect	
					3, 4	&							(I)	
					5)								(Instr. 4)	
				Code V	/ (A)	(D)	Date	Expira-	Title	Amount				
				leoue ,	(11)			tion	11110	or				
							Exer elsable	Date		Number				
								Duic		of				
										Shares				
Employee	\$16 9375	11/18/02		М	+	191	(2)	2/10/10	Common			5,227	D	
Stk	φ10./3/3	11/10/02		141		1/1	<del>-</del>	2/10/10	Stock	171		3,227		
Option									Stock					
(Right to														
Buy)														
	\$22.54	11/10/02		Α	160		11/19/02	2/10/10	Common	1.00		160	D	
Employee Stk	\$22.54	11/18/02		A	100		11/18/02			160		160	ע	
~									Stock					
Option														
(Right to														
Buy)														

Explanation of Responses:

By: /s/ Signe S. Gates, Attorney-in-Fact November 19, 2002
Date

\*\*Signature of Reporting Person

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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<sup>(1)</sup> Represents the number of shares beneficially owned as of 11/18/02.

<sup>(2)</sup> The options vest at the rate of 33 1/3% on the day after the end of the 6th, 18th and 30th months beginning 2/11/00.

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).