BARNES GROUP INC

Form 4 May 24, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLF IDELLE K

2. Issuer Name and Ticker or Trading Symbol

BARNES GROUP INC [B]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

BARNES GROUP INC., 123 MAIN STREET

(Street)

05/23/2005

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

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

VP-BGI; Pres. B. Distrb. N A

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRISTOL, CT 06011-0489

(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Secu	ırities Acqı	uired, Disposed o	of, or Benefici	ally 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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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	05/23/2005		Code V M	Amount 5,485	(D)	Price \$ 25.75		D	
Common Stock	05/23/2005		F	4,920	D	\$ 30.315	0	D	
Common Stock	05/23/2005		M	1,449	A	\$ 25.75	0	D	
Common Stock	05/23/2005		F	1,300	D	\$ 30.315	0	D	
Common Stock	05/23/2005		M	748	A	\$ 26.09	0	D	

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Common Stock	05/23/2005	F	677	D	\$ 30.315	47,682 <u>(1)</u>	D	
Common Stock						6,064.885	I	By Company's Employee Stock Purchase 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Employee Stk Option-Right to Buy	\$ 25.75	05/23/2005		M		5,485	<u>(2)</u>	05/11/2010	Common Stock	5
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	4,920		05/23/2005	05/11/2010	Common Stock	4
Employee Stk Option-Right to Buy	\$ 25.75	05/23/2005		M		1,449	(2)	05/11/2010	Common Stock	1
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	1,300		05/23/2005	05/11/2010	Common Stock	1
Employee Stk Option-Right to Buy	\$ 26.09	05/23/2005		M		748	(3)	05/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	677		05/23/2005	05/11/2010	Common Stock	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOLF IDELLE K BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP-BGI; Pres. B. Distrb. N A

Signatures

Signe S. Gates, pursuant to a Power of Attorney

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 8,000 Restricted Stock Units granted 2/12/2003, 5,000 granted 4/14/2004 and 3,000 Restricted Stock Units and 3,000 Performance Share Awards granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/27/03.
- (3) The options vest 100% immediately on 11/22/04.
- **(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.

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