

O BRIEN LAWRENCE W
 Form 4
 February 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/25/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/25/2005 | | P | 300 A \$ 26 | 0 | D | |
| Common Stock | 02/25/2005 | | P | 700 A \$ 26.39 | 0 | D | |
| Common Stock | 02/25/2005 | | M | 505 A \$ 21.31 | 0 | D | |
| Common Stock | 02/25/2005 | | F | 441 D \$ 26.28 | 0 | D | |
| Common Stock | 02/25/2005 | | M | 244 A \$ 22.78 | 0 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|-------------------------------|
| Common Stock | 02/25/2005 | F | 223 | D | \$ 26.28 | 0 | D | |
| Common Stock | 02/25/2005 | M | 3,636 | A | \$ 23 | 0 | D | |
| Common Stock | 02/25/2005 | F | 3,326 | D | \$ 26.28 | 30,307 ⁽¹⁾ | D | |
| Common Stock | | | | | | 3,366.5007 | I | By Employee Stk Purchase Plan |
| Common Stock | | | | | | 4,068.713 | 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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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 | \$ 21.31 | 02/25/2005 | | M | 505 | 05/15/2003 ⁽²⁾ | 08/07/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 26.28 | 02/25/2005 | | A | 441 | 02/25/2005 | 08/07/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 22.78 | 02/25/2005 | | M | 244 | 11/15/2002 ⁽³⁾ | 08/07/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 26.28 | 02/25/2005 | | A | 223 | 02/25/2005 | 08/07/2011 | Common Stock |

| | | | | | | | |
|--|----------|------------|---|-------|---------------------------|------------|-----------------|
| Employee Stk Option-Right to Buy | \$ 23 | 02/25/2005 | M | 3,636 | 02/05/2003 ⁽⁴⁾ | 02/05/2012 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 26.28 | 02/25/2005 | A | 3,326 | 02/25/2005 | 02/05/2012 | Common Stock |

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

| | |
|---|---------------------|
| Signe S. Gates, Pursuant to a Power of Attorney | 02/28/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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, 4,000 granted 4/14/2004, and 2,250 Restricted Stock Units and 2,250 Performance Share Units granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 5/15/2003.
- (3) The options vest 100% immediately on 11/15/2002.
- (4) The options vest in three equal annual installments, with the first installment vesting on 2/5/2003.
- (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. 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.