

GATES SIGNE S
Form 4
March 02, 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 *
GATES SIGNE S

(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)
02/28/2005

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)

Sr. VP, Gen. Counsel & Sec.

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	02/28/2005		M	5,966 A \$ 19.66	0	D	
Common Stock	02/28/2005		F	4,912 D \$ 26.5	0	D	
Common Stock	02/28/2005		M	5,136 A \$ 19.8	0	D	
Common Stock	02/28/2005		F	4,247 D \$ 26.5	0	D	
Common Stock	02/28/2005		M	9,864 A \$ 20.7	0	D	

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Common Stock	02/28/2005	F	8,385	D	\$ 26.5	0	D	
Common Stock	02/28/2005	M	200	A	\$ 20.9	0	D	
Common Stock	02/28/2005	F	172	D	\$ 26.5	<u>87,245.271</u> (1)	D	
Common Stock						6,650.8531	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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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 19.66	02/28/2005		M	5,966	<u>(2)</u> 06/01/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 26.5	02/28/2005		A	4,912	02/28/2005 06/01/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 19.8	02/28/2005		M	5,136	<u>(3)</u> 02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.5	02/28/2005		A	4,247	02/28/2005 02/10/2010	Common Stock
Employee Stk Option-Right	\$ 20.7	02/28/2005		M	9,864	<u>(4)</u> 02/10/2010	Common Stock

to Buy

Employee Stk Option-Right to Buy	\$ 26.5	02/28/2005	A	8,385	02/28/2005	02/10/2010	Common Stock	8
Employee Stk Option-Right to Buy	\$ 20.9	02/28/2005	M	200	<u>(5)</u>	02/06/2011	Common Stock	
Employee Stk Option-Right to Buy	\$ 26.5	02/28/2005	A	172	02/28/2005	02/06/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Gen. Counsel & Sec.	

Signatures

Signe S. Gates 03/02/2005

**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 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
 - (2) The options vest in four equal annual installments with the first installment vesting on 6/1/2000.
 - (3) The options vest 100% immediately on 2/23/01.
 - (4) The options vest 100% immediately on 8/26/02.
 - (5) The options vest 100% immediately on 4/24/03.
 - (6) 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.