BOYLE FRANCIS C JR

Form 4

November 24, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOYLE FRANCIS C JR** Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify **BARNES GROUP INC., 123 MAIN** 11/22/2004 below) below) STREET Vice President, Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

BRISTOL, CT 06011-0489

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) Owned (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount Price Common 11/22/2004 M 8,513 Α \$ 18.21 0 D Stock Common 11/22/2004 F \$ 26.09 0 D 6,751 D Stock Common \$ 19.12 0 D 11/22/2004 M 1,667 Α Stock Common 11/22/2004 F 1,363 D \$ 26.09 0 D Stock Common 11/22/2004 6,800 \$ 19.44 0 D M A Stock

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Person

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| Common Stock | 11/22/2004 | F | 5,613 | D | \$ 26.09 | 0 | D | |
|-----------------|------------|---|-------|---|--------------|------------|---|-------------------|
| Common Stock | 11/22/2004 | M | 3,149 | A | \$ 22.333 | 0 | D | |
| Common Stock | 11/22/2004 | F | 2,839 | D | \$ 26.09 | 29,490 (1) | D | |
| Common Stock | | | | | | 4,471.714 | 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying S (Instr. 3 and 4 |
|---|---|---|---|---|---|-------|--|--------------------|---|
| | | | | | (4) | (D) | Date Exercisable | Expiration Date | Title |
| | | | | Code V | (A) | (D) | | | |
| Employee Stk Option-Right to Buy | \$ 18.21 | 11/22/2004 | | M | | 8,513 | 02/06/2002(2) | 02/06/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 26.09 | 11/22/2004 | | A | 6,751 | | 11/22/2004 | 02/06/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 19.12 | 11/22/2004 | | M | | 1,667 | 02/13/2004(4) | 02/13/2013 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 26.09 | 11/22/2004 | | A | 1,363 | | 11/22/2004 | 02/13/2013 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 19.44 | 11/22/2004 | | M | | 6,800 | 02/19/2000(5) | 02/19/2009 | Common Stock |
| Employee Stk Option-Right | \$ 26.09 | 11/22/2004 | | A | 5,613 | | 11/22/2004 | 02/19/2009 | Common Stock |

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to Buy

| Employee Stk Option-Right to Buy | \$ 22.333 | 11/22/2004 | M | 3,149 | 02/21/1998(6) | 02/21/2007 | Common Stock |
|--|-----------|------------|---|-------|---------------|------------|-----------------|
| Employee Stk Option-Right | \$ 26.09 | 11/22/2004 | A | 2,839 | 11/22/2004 | 02/21/2007 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOYLE FRANCIS C JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

Vice President, Controller

Signatures

Signe S. Gates, pursuant to a Power of Atty. 11/23/2004

**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 2/12/03 and 4,000 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The options vest in three equal annual installments, with the first installment vesting on 2/6/2002.
- (**3**) 1 for 1
- (4) The option vests at the rate of 33-1/3% on the first, third and fifth anniversary, with the first installment vesting on 2/13/2004.
- (5) The options vest in four equal annual installments, with the first installment vesting on 2/19/2000.
- (6) The options vest in four equal annual installments, with the first installment vesting on 2/21/1998.

Remarks:

Contains Pages 1 of 3

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