

Dempsey Patrick
Form 3
November 04, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dempsey Patrick

(Last) (First) (Middle)

BARNES GROUP INC.,Â 123
MAIN STREET

(Street)

BRISTOL,Â CTÂ 06011-0489

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/01/2004

3. Issuer Name **and** Ticker or Trading Symbol
BARNES GROUP INC [B]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP-BGI, Pres. B. Aerospace

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,370.4964

D (1) Â

Common Stock

2,181.7856

I

by Employee Stock Purchase
Plan

Common Stock

3,040.008

I

by 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stk Option-Right to Buy	Â <u>(2)</u>	10/30/2010	Common Stock	1,250	\$ 18.5	D	Â
Employee Stk Option-Right to Buy	Â <u>(3)</u>	02/05/2012	Common Stock	2,703	\$ 23	D	Â
Incentive Stock Unit	Â <u>(4)</u>	02/05/2007	Common Stock	1,200	\$ 0	D	Â
Employee Stk Option-Right to Buy	08/19/2003	02/06/2011	Common Stock	484	\$ 24.73	D	Â
Employee Stk Option-Right to Buy	08/19/2003	10/30/2010	Common Stock	295	\$ 24.73	D	Â
Employee Stk Option-Right to Buy	10/14/2003	10/30/2010	Common Stock	454	\$ 28.42	D	Â
Employee Stk Option-Right to Buy	02/19/2004	02/06/2011	Common Stock	516	\$ 27.245	D	Â
Employee Stk Option-Right to Buy	02/19/2004	10/30/2010	Common Stock	723	\$ 27.245	D	Â
Employee Stk Option-Right to Buy	06/08/2004	10/30/2010	Common Stock	833	\$ 28.435	D	Â
Employee Stk Option-Right to Buy	10/14/2004	10/30/2010	Common Stock	623	\$ 26.25	D	Â
Employee Stk Option-Right to Buy	10/14/2004	02/06/2011	Common Stock	420	\$ 26.25	D	Â
Employee Stk Option-Right to Buy	10/14/2004	02/06/2011	Common Stock	168	\$ 26.25	D	Â
Employee Stk Option-Right to Buy	10/14/2004	02/05/2012	Common Stock	731	\$ 26.25	D	Â
Dividend Equivalent-Right to Receive	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	114.209	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â VP-BGI, Pres. B. Aerospace	Â

Dempsey Patrick
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Patrick Dempsey 11/03/2004

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03 and 1,200 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The option vests in four equal annual installments, with the first installment vesting on 10/30/2001.
- (3) The option vests 33-1/3% on the first, second and third anniversaries of the grant date, with the first installment vesting on 2/5/2003.
- (4) Provided the reporting person is employed by the Issuer on the third, fourth and fifth anniversaries of the 2/5/2002 Grant Date, he is entitled to receive one share of common stock without payment for each incentive stock unit.
- (5) The Rights become exercisable for shares of common stock proportionally with incentive stock units to which they relate. The actual receipt of the shares is based on conditions being met.
- (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.

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