

BOYLE FRANCIS C JR

Form 4

November 24, 2004

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYLE FRANCIS C JR

(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)
11/22/2004

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 ____ Other (specify
below) below)

Vice President, Controller

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	11/22/2004		M		8,513	A	\$ 18.21	0	D
Common Stock	11/22/2004		F		6,751	D	\$ 26.09	0	D
Common Stock	11/22/2004		M		1,667	A	\$ 19.12	0	D
Common Stock	11/22/2004		F		1,363	D	\$ 26.09	0	D
Common Stock	11/22/2004		M		6,800	A	\$ 19.44	0	D

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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 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	\$ 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

to Buy

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

Employee Stk										
Option-Right	\$ 26.09	11/22/2004		A	2,839	11/22/2004	02/21/2007		Common	
to Buy									Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
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__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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