

ARRINGTON JOHN R

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARRINGTON JOHN R

(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 below) ____ Other (specify
below) below)

Sr. VP, Human Resources

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)
Common Stock	11/22/2004		M	1,173	A \$ 19.44 0	D	
Common Stock	11/22/2004		F	970	D \$ 26.09 0	D	
Common Stock	11/22/2004		M	757	A \$ 19.6875 0	D	
Common Stock	11/22/2004		F	631	D \$ 26.09 0	D	
Common Stock	11/22/2004		M	806	A \$ 20 0	D	

Edgar Filing: ARRINGTON JOHN R - Form 4

Common Stock	11/22/2004	F	678	D	\$ 26.09	0	D	
Common Stock	11/22/2004	M	8,547	A	\$ 20.04	0	D	
Common Stock	11/22/2004	F	7,190	D	\$ 26.09	64,420.4692 (1)	D	
Common Stock						1,660.9461	I	By Employee Stk Purchase Plan
Common Stock						2,847.95	I	By 401(k) Plan

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

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.

SEC 1474
(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	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 19.44	11/22/2004		M			1,173	<u>(2)</u>	02/19/2009	Common Stock	1,173
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A		970		11/22/2004	02/19/2009	Common Stock	
Employee Stk Option-Right to Buy	\$ 19.6875	11/22/2004		M			757	<u>(3)</u>	02/10/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A		631		11/22/2004	02/10/2010	Common Stock	

Employee Stk Option-Right to Buy	\$ 20	11/22/2004	M	806	(4)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004	A	678		11/22/2004 02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 20.04	11/22/2004	M	8,547	(5)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004	A	7,190		11/22/2004 02/10/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARRINGTON JOHN R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Human Resources	

Signatures

Signe S. Gates, pursuant to a Power of
Atty. 11/24/2004

__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 20,000 Restricted Stock Units granted 2/12/03 and 11,000 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The options vest in four equal annual installments with the first installment vesting 2/19/2000.
- (3) The options vest 100% immediately on 8/14/2000.
- (4) The options vest 100% immediately on 5/1/2001.
- (5) The options vest 100% immediately on 8/19/2002.
- (6) 1 for 1

Remarks:

This transmission is Part 1 of 2, and contains 3 pages.

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.