#### **BARNES GROUP INC**

Form 4

February 18, 2005

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 CARPENTER GEORGE T Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/17/2005

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

BARNES GROUP INC., 123 MAIN STREET

> 4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

BRISTOL, CT 06011-0489

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities	Acquired, Dispos	sed of, or Ben	eficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities ctionAcquired (A) or Disposed of (D)		Disposed of (D)  (Instr. 3, 4 and 5)  (A)  Or  Disposed of (D)  Beneficially  Owned  Following  Reported  Transaction(s)  (Instr. 3, 4 and 5)  Or  Or  Securities  Owned  For  For  Transaction(s)  (Instr. 3, 4 and 5)  Or  Or  Or  Or  Or  Or  Or  Or  Or  O		Ownership Form: Direct (D) or Indirect	Ownership (Instr. 4)	
Common Stock	02/17/2005		Code V $A_{\underline{(1)}}$	Amount 2,000	(D)	Price \$ 0	(Instr. 3 and 4) 10,443.2107 (2)	D		
Common Stock							105,447	I	By S. Carpenter Construction Co.	
Common Stock							430.884 (3)	I	By my wife	
Common Stock							3,998.9979	I	By Non-Employee Director Deferred Stock	

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Plan

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative		` '	,	Securities			(Instr.	3 and 4)	· ·
	Security				Acquired			`		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Data	E!		or	
						Date	Expiration isable Date	Title Numb	Number	
						Exercisable				
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARPENTER GEORGE T BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X						

### **Signatures**

Signe S. Gates, pursuant to a Power 02/18/2005 of Atty

> \*\*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) Reporting Person has received 2,000 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes 2,000 Restricted Stock Units granted 2/12/03 and 1,550 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (3) I hereby disclaim beneficial ownership in shares held by my wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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