

BARNES GROUP INC
 Form 4
 February 28, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FODELL THOMAS P

(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)
 02/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, BGI; COO, Assoc. Spring

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 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	02/24/2005		M		9,702	A	\$ 18.21 0
Common Stock	02/24/2005		F		7,753	D	\$ 25.615 0
Common Stock	02/24/2005		M		2,667	A	\$ 19.12 0
Common Stock	02/24/2005		F		2,197	D	\$ 25.615 0
Common Stock	02/24/2005		M		1,604	A	\$ 19.16 0

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Common Stock	02/24/2005	F	1,324	D	\$ 25.615	33,528 ⁽¹⁾	D	
Common Stock						1,620.5177	I	By Employee Stk Purchase Plan
Common Stock						15,550.146	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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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
Employee Stk Option-Right to Buy	\$ 18.21	02/24/2005		M	9,702	⁽²⁾ 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 25.615	02/24/2005		A	7,753	02/24/2005 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 19.12	02/24/2005		M	2,667	⁽³⁾ 02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 25.615	02/24/2005		A	2,197	02/24/2005 02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 19.16	02/24/2005		M	1,604	⁽⁴⁾ 02/10/2010	Common Stock
Employee Stk Option-Right	\$ 25.615	02/24/2005		A	1,324	02/24/2005 02/10/2010	Common Stock

