

GOODRICH PHILIP A
Form 4
November 29, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODRICH PHILIP A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Corporate Development

(Street)
BRISTOL, CT 06011-0489

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

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

(City) (State) (Zip)

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 | 11/24/2004 | | M | 8,537 A \$ 23 | 0 | D | |
| Common Stock | 11/24/2004 | | F | 7,833 D \$ 26.15 | 0 | D | |
| Common Stock | 11/24/2004 | | M | 137 A \$ 24.73 | 0 | D | |
| Common Stock | 11/24/2004 | | F | 133 D \$ 26.15 | 62,911 ⁽¹⁾ | D | |
| Common Stock | | | | | 215.136 | I | By Employee Stk |

| | | | | |
|--------------|--|-----------|---|----------------------------------|
| Common Stock | | 3,730.809 | I | Purchase Plan 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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| Employee Stk Option-Right to Buy | \$ 23 | 11/24/2004 | | M | 8,537 | (2) 02/05/2012 | | Common Stock | 8 |
| Employee Stk Option-Right to Buy | \$ 26.15 | 11/24/2004 | | A | 7,833 | 11/24/2004 02/05/2012 | | Common Stock | 7 |
| Employee Stk Option-Right to Buy | \$ 24.73 | 11/24/2004 | | M | 137 | (3) 12/06/2009 | | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 26.15 | 11/24/2004 | | A | 133 | 11/24/2004 12/06/2009 | | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | Sr. VP, Corporate Development | |

Signatures

Signe S. Gates, pursuant to a Power
of Atty

11/29/2004

__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 2/11/04 that are subject to forfeiture if certain events occur.
- (2) The options vest in 3 equal annual installments with the first installment vesting on 2/5/03.
- (3) The options vest 100% immediately on 8/19/03.
- (4) 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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