

GOODRICH PHILIP A  
Form 4  
March 12, 2003

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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|  |                                      |  |   |   |  |  |  |  |
|--|--------------------------------------|--|---|---|--|--|--|--|
| 1. Name and Address of Reporting Person*           |                                      |  | 2. Issuer Name and Ticker or Trading Symbol   |   |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| Goodrich Philip A.                                 |                                      |  | Barnes Group Inc. "B"   |   |  |  | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>Senior Vice President, Corporate Development</u> |  |
| (Last) (First) (Middle)                            |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Day/Year<br>March 11, 2003  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| Barnes Group Inc.<br>P.O. Box 489, 123 Main Street |                                      |  |   |   |  |  |  |  |
| (Street)   |                                      |  | 5. If Amendment, Date of Original (Month/Day/Year)                                    |   |  |  |  |  |
| Bristol, CT 06011-0489                             |                                      |  |   |   |  |  |  |  |
| (City) (State) (Zip)                               |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |  |  |  |
| 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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, Par Value \$0.01 Per Share           |                                      |  |   |   |  | 45,843   | D  |  |
| Common Stock, Par Value \$0.01 Per Share           |                                      |  |   |   |  | 289,088  | I  |  |
| Common Stock, Par Value \$0.01 Per Share           |                                      |  |   |   |  | 2,253,244 <sup>(1)</sup>                                 | I  |  |
|  |                                      |  |   |   |  |  | By Employee Stock Purchase Plan  |  |
|  |                                      |  |   |   |  |  | By 401(k) Plan   |  |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br><br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3.<br>Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3A.<br>Deemed<br>Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br><br>(Instr.<br>8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br><br>(Instr.<br>3, 4 &<br>5) | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/<br>Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 & 4) |                         | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Owner-<br>ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |
|---|---|--|---|---|---|---|-----|---|-------------------------|---|--|--|--|---|--|
|   |   |  |   | Code  | V   | (A)   | (D) | Date<br>Exer-cisable  | Expira-<br>tion<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares   |  |  |   |  |
| Dividend<br>Equivalents<br>(Right to<br>Receive)        | 1 for 1   | 3/11/03  |   |   |   |   |     | (2)<br>—  | (2)<br>—                | Common<br>Stock                                     | 222.399  |  | 1,418.6989   | D |  |

Explanation of Responses:

(1) Represents the number of shares beneficially owned as of March 11, 2003.

(2) The Rights become exercisable for shares of common stock proportionally with incentive stock units to which they relate. The actual receipt of the shares is based on conditions being met.

By: /s/ **Signe S. Gates, Attorney-in-Fact**

**March 12, 2003**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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