

BARNES THOMAS O
Form 4
November 23, 2004

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 *
BARNES THOMAS O

(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)
11/19/2004

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)

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 or Disposed of (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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/25/2003		S ⁽²⁾	V 4,700 D \$ 19.63	6,754 ⁽²⁾	I	Trust # 300446040
Common Stock	04/07/2004		G	V 2,960 D \$ 0 ⁽³⁾	308,877 ⁽²⁾	I	Trust #CF-2078
Common Stock	04/07/2004		G	V 370 A \$ 0 ⁽³⁾	150,048 ⁽¹⁾	D	
Common Stock	05/26/2004		G	V 370 D \$ 0 ⁽³⁾	149,678 ⁽¹⁾	D	
Common Stock	05/26/2004		S ⁽²⁾	V 370 D \$ 26.65	6,384 ⁽²⁾	I	Trust #300446040

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Common Stock	05/26/2004		S ⁽²⁾	1,440	D	\$ 26.65	10,014 ⁽²⁾	I	Trust #300445540
Common Stock	11/19/2004		S ⁽²⁾	1,300	D	\$ 25.91	7,547 ⁽²⁾	I	Trust #300445740
Common Stock							974.6217 ⁽²⁾	I	By my wife
Common Stock							12,628.405 ⁽²⁾	I	As Custodian for my Son
Common Stock							2,292.7217	I	By Employee Stock Purchase Plan
Common Stock							9,177.42	I	By 401(k) Plan
Common Stock							19,678 ⁽²⁾	I	Trust #300446240
Common Stock							19,666 ⁽²⁾	I	Trust #300445640
Common Stock							11,410 ⁽²⁾	I	Trust #300446140
Common Stock							8,672 ⁽²⁾	I	Trust #300445840
Common Stock							5,875 ⁽²⁾	I	Trust #300445940

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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)				
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

