

BARNES GROUP INC
 Form 3/A
 December 10, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * Â Dempsey Patrick (Last) (First) (Middle) BARNES GROUP INC., Â 123 MAIN STREET (Street) BRISTOL, Â CT Â 06011-0489 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2004 | 3. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP-BGI, Pres. B. Aerospace | 5. If Amendment, Date Original Filed(Month/Day/Year) 11/04/2004 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,370.4964 | D ⁽¹⁾ | Â |
| Common Stock | 2,181.7856 | I | by Employee Stock Purchase Plan |
| Common Stock | 1,240.557 | I | by 401(k) Plan |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stk Option-Right to Buy | Â (2) | 10/30/2010 | Common Stock | 1,250 | \$ 18.5 | D | Â |
| Employee Stk Option-Right to Buy | Â (3) | 02/05/2012 | Common Stock | 2,703 | \$ 23 | D | Â |
| Incentive Stock Unit | Â (4) | 02/05/2007 | Common Stock | 1,200 | \$ 0 | D | Â |
| Employee Stk Option-Right to Buy | 08/19/2003 | 02/06/2011 | Common Stock | 484 | \$ 24.73 | D | Â |
| Employee Stk Option-Right to Buy | 08/19/2003 | 10/30/2010 | Common Stock | 295 | \$ 24.73 | D | Â |
| Employee Stk Option-Right to Buy | 10/14/2003 | 10/30/2010 | Common Stock | 454 | \$ 28.42 | D | Â |
| Employee Stk Option-Right to Buy | 02/19/2004 | 02/06/2011 | Common Stock | 516 | \$ 27.245 | D | Â |
| Employee Stk Option-Right to Buy | 02/19/2004 | 10/30/2010 | Common Stock | 723 | \$ 27.245 | D | Â |
| Employee Stk Option-Right to Buy | 06/08/2004 | 10/30/2010 | Common Stock | 833 | \$ 28.435 | D | Â |
| Employee Stk Option-Right to Buy | 10/14/2004 | 10/30/2010 | Common Stock | 623 | \$ 26.25 | D | Â |
| Employee Stk Option-Right to Buy | 10/14/2004 | 02/06/2011 | Common Stock | 420 | \$ 26.25 | D | Â |
| Employee Stk Option-Right to Buy | 10/14/2004 | 02/06/2011 | Common Stock | 168 | \$ 26.25 | D | Â |
| Employee Stk Option-Right to Buy | 10/14/2004 | 02/05/2012 | Common Stock | 731 | \$ 26.25 | D | Â |
| Dividend Equivalent-Right to Receive | Â (5) | Â (5) | Common Stock | 114.209 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â | Â | Â VP-BGI, Pres. B. Aerospace | Â |

Dempsey Patrick
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Signe S. Gates, pursuant to Power of
Attorney

12/10/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03 and 1,200 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The option vests in four equal annual installments, with the first installment vesting on 10/30/2001.
- (3) The option vests 33-1/3% on the first, second and third anniversaries of the grant date, with the first installment vesting on 2/5/2003.
- (4) Provided the reporting person is employed by the Issuer on the third, fourth and fifth anniversaries of the 2/5/2002 Grant Date, he is entitled to receive one share of common stock without payment for each incentive stock unit.
- (5) 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.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.