

BARNES GROUP INC

Form 4

August 26, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNINGER WILLIAM C

(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)

08/24/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Sr. VP, Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/24/2005		M	1,748 A	\$ 26.15 0	D	
Common Stock	08/24/2005		F	1,466 D	\$ 34.225 0	D	
Common Stock	08/24/2005		M	5,249 A	\$ 26.33 0	D	
Common Stock	08/24/2005		F	4,420 D	\$ 34.225 0	D	
Common Stock	08/24/2005		M	5,040 A	\$ 26.33 0	D	

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Common Stock	08/24/2005	F	4,244	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	4,814	A	\$ 26.33	0	D
Common Stock	08/24/2005	F	4,054	D	\$ 34.225	0	D
Common Stock	08/24/2005	M	2,876	A	\$ 26.33	0	D
Common Stock	08/24/2005	F	2,422	D	\$ 34.225	118,333.5096 (1)	D

Common Stock						7,323.006	I	By Company's Employee Stock Purchase Plan
Common Stock						4,004.897	I	By Company's 401(k) Plan

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

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SEC 1474
(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
Employee Stk Option-Right to Buy	\$ 26.15	08/24/2005		M	1,748	(2) 04/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005		A	1,466	08/24/2005 04/11/2010	Common Stock

Employee Stk Option-Right to Buy	\$ 26.33	08/24/2005	M	5,249	(3)	02/06/2011	Common Stock	5
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	4,420	08/24/2005	02/06/2011	Common Stock	4
Employee Stk Option-Right to Buy	\$ 26.33	08/24/2005	M	5,040	(3)	04/11/2010	Common Stock	5
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	4,244	08/24/2005	04/11/2010	Common Stock	4
Employee Stk Option-Right to Buy	\$ 26.33	08/24/2005	M	4,814	(3)	04/11/2010	Common Stock	4
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	4,054	08/24/2005	04/11/2010	Common Stock	4
Employee Stk Option-Right to Buy	\$ 26.33	08/24/2005	M	2,876	(3)	04/11/2010	Common Stock	2
Employee Stk Option-Right to Buy	\$ 34.225	08/24/2005	A	2,422	08/24/2005	04/11/2010	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Finance & CFO	

Signatures

Signe S. Gates, pursuant to a Power
of Atty 08/26/2005

__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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.

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- (2) The options vest 100% immediately on 11/24/04.
- (3) The options vest 100% immediately on 8/19/04.
- (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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