

GOODRICH PHILIP A  
Form 4  
February 20, 2003

**FORM 4**

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

OMB APPROVAL

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

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

**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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

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)		
<b>Goodrich Philip A.</b>			<b>Barnes Group Inc. "B"</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>February 19, 2003</b>		
<b>Barnes Group Inc.</b>								
<b>P.O. Box 489, 123 Main Street</b>			5. If Amendment, Date of Original (Month/Day/Year)			7. 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		
(Street)								
<b>Bristol, CT 06011-0489</b>								
(City)	(State)	(Zip)	<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans-action 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)			
Common Stock, Par Value \$0.01 Per Share	02/19/03		M		7,500	A	\$14.45		
Common Stock, Par Value \$0.01 Per Share	02/19/03		F		6,265	D	\$19.16		
Common Stock, Par Value \$0.01 Per Share	02/19/03		M		2,989	A	\$17.00		
Common Stock, Par Value \$0.01 Per Share	02/19/03		F		2,765	D	\$19.16		
Common Stock, Par Value \$0.01 Per Share	02/19/03		M		3,291	A	\$18.21		
Common Stock, Par Value \$0.01 Per Share	02/19/03		F		3,182	D	\$19.16	45,843	D
Common Stock, Par Value \$0.01 Per Share								289,0880	I
									By Employee Stock Purchase Plan

Edgar Filing: GOODRICH PHILIP A - Form 4

Common Stock, Par Value \$0.01 Per Share								2,253,244 <sup>(1)</sup>	I	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).

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

**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stk Option (Right to Buy)	\$14.45	02/19/03		M		7,500		<sup>(2)</sup>	12/6/09	Common Stock	7,500		0	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		6,265			02/19/03	Common Stock	6,265		6,265	D	
Employee Stk Option (Right to Buy)	\$17.00	02/19/03		M		2,989		<sup>(3)</sup>	12/6/09	Common Stock	2,989		0	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		2,765			02/19/03	Common Stock	2,765		2,765	D	
Employee Stk Option (Right to Buy)	\$18.21	02/19/03		M		3,291		<sup>(4)</sup>	02/06/11	Common Stock	3,291		8,709	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		3,182			02/19/03	Common Stock	3,182		3,182	D	

Explanation of Responses:

Edgar Filing: GOODRICH PHILIP A - Form 4

- (1) Represents the number of shares beneficially owned as of 02/19/03.
- (2) The options vest in four equal annual installments beginning in 12/6/00.
- (3) The options vest in four equal annual installments beginning in 12/6/00.
- (4) The options vest at the rate of 33-1/3% on the first, second and third anniversaries of the grant date beginning 2/6/02.

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

**February 19, 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.

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 Number.