

BARNES GROUP INC
 Form 4
 May 24, 2005

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 *
BOYLE FRANCIS C JR

(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)
05/23/2005

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)
Vice President, Controller

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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/23/2005		M		1,051	A	\$ 22.333
Common Stock	05/23/2005		F		863	D	\$ 30.315
Common Stock	05/23/2005		M		14,000	A	\$ 23
Common Stock	05/23/2005		F		11,685	D	\$ 30.315
Common Stock	05/23/2005		M		6,751	A	\$ 26.09

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Common Stock	05/23/2005	F	6,107	D	\$ 30.315	0	D	
Common Stock	05/23/2005	M	1,489	A	\$ 26.09	0	D	
Common Stock	05/23/2005	F	1,348	D	\$ 30.315	38,197 ⁽¹⁾	D	
Common Stock						613.128	I	By 401(k) Plan

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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 22.333	05/23/2005		M	1,051	⁽²⁾ 02/21/2007	Common Stock
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	863	05/23/2005 02/21/2007	Common Stock
Employee Stk Option-Right to Buy	\$ 23	05/23/2005		M	14,000	⁽⁴⁾ 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	11,685	05/23/2005 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	05/23/2005		M	6,751	⁽⁵⁾ 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A	6,107	05/23/2005 02/06/2011	Common Stock

