

FODELL THOMAS P  
Form 4  
November 21, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FODELL THOMAS P  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

BARNES GROUP INC., 123 MAIN STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/18/2005

\_\_\_ Director  
\_\_X\_\_ Officer (give title below) \_\_\_ 10% Owner  
Other (specify below)  
VP, BGI; COO, Assoc. Spring

BRISTOL, CT 06011-0489  
  
(City) (State) (Zip)

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

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	11/18/2005		M	V Amount (A) or (D) Price \$ 24.73	0	D	
Common Stock	11/18/2005		F	V Amount (A) or (D) Price \$ 35.19	40,344 (1)	D	
Common Stock					1,788.4204	I	By Company's Employee Stock Purchase Plan
					16,099.519	I	

Common  
Stock

By  
Company's  
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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(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)	8. Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 24.73	11/18/2005		M	1,149	<u>(2)</u> 04/11/2010	Common Stock	1,149
Employee Stk Option-Right to Buy	\$ 35.19	11/18/2005		A	912	11/18/2005 04/11/2010	Common Stock	912

## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489				VP, BGI; COO, Assoc. Spring	

## Signatures

Signe S. Gates, pursuant to a Power of Atty 11/21/2005

\_\_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 8,000 Restricted Stock Units granted 2/12/03, 5,000 granted 4/14/04 and 3,000 Restricted Stock Units and 3,000 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/2003.
- (3) 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.