

ARRINGTON JOHN R  
Form 4  
November 28, 2005

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

OMB APPROVAL

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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 \*  
ARRINGTON JOHN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP, Human Resources

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BRISTOL, CT 06011-0489

(City) (State) (Zip)

**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 (D) Price |   |  |                                   |
| Common Stock                    | 11/23/2005                           |  | M                              |   | 15,000 A \$ 26.88  | 0   | D  |                                   |
| Common Stock                    | 11/23/2005                           |  | S                              |   | 15,000 D \$ 35.032 | 0   | D  |                                   |
| Common Stock                    | 11/23/2005                           |  | M                              |   | 456 A \$ 25.72     | 0   | D  |                                   |
| Common Stock                    | 11/23/2005                           |  | F                              |   | 370 D \$ 35.57     | 0   | D  |                                   |
| Common Stock                    | 11/23/2005                           |  | M                              |   | 970 A \$ 26.09     | 0   | D  |                                   |

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|              |            |   |       |   |          |                           |   |                               |
|--------------|------------|---|-------|---|----------|---------------------------|---|-------------------------------|
| Common Stock | 11/23/2005 | F | 794   | D | \$ 35.57 | 0                         | D |                               |
| Common Stock | 11/23/2005 | M | 631   | A | \$ 26.09 | 0                         | D |                               |
| Common Stock | 11/23/2005 | F | 516   | D | \$ 35.57 | 0                         | D |                               |
| Common Stock | 11/23/2005 | M | 678   | A | \$ 26.09 | 0                         | D |                               |
| Common Stock | 11/23/2005 | F | 555   | D | \$ 35.57 | 0                         | D |                               |
| Common Stock | 11/23/2005 | M | 7,190 | A | \$ 26.09 | 0                         | D |                               |
| Common Stock | 11/23/2005 | F | 5,877 | D | \$ 35.57 | 79,131.9804<br><u>(1)</u> | D |                               |
| Common Stock |            |   |       |   |          | 1.0508                    | I | By Employee Stk Purchase Plan |
| Common Stock |            |   |       |   |          | 3,112.956                 | I | By 401(k) Plan                |

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Employee Stk Option-Right to Buy           | \$ 26.88   | 11/23/2005                           |  | M                              | 15,000  | 11/23/2005 04/08/2008                                    | Common Stock                                      |
| Employee Stk Option-Right                  | \$ 25.72   | 11/23/2005                           |  | M                              | 456   | <u>(2)</u> 02/06/2011                                    | Common Stock                                      |

to Buy

|  |          |            |   |       |            |            |                 |
|--|----------|------------|---|-------|------------|------------|-----------------|
| Employee Stk<br>Option-Right<br>to Buy | \$ 35.57 | 11/23/2005 | A | 370   | 11/23/2005 | 02/06/2011 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.09 | 11/23/2005 | M | 970   | (3)        | 02/19/2009 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 35.57 | 11/23/2005 | A | 794   | 11/23/2005 | 02/19/2009 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.09 | 11/23/2005 | M | 631   | (3)        | 02/10/2010 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 35.57 | 11/23/2005 | A | 516   | 11/23/2005 | 02/10/2010 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.09 | 11/23/2005 | M | 678   | (3)        | 02/10/2010 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 35.57 | 11/23/2005 | A | 555   | 11/23/2005 | 02/10/2010 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 26.09 | 11/23/2005 | M | 7,190 | (3)        | 02/10/2010 | Common<br>Stock |
| Employee Stk<br>Option-Right<br>to Buy | \$ 35.57 | 11/23/2005 | A | 5,877 | 11/23/2005 | 02/10/2010 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ARRINGTON JOHN R<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | Sr. VP, Human Resources |       |

## Signatures

Signe S. Gates, pursuant to a Power of  
Atty. 11/28/2005

\_\_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 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 5/1/2002.
- (3) The options vest 100% immediately on 11/22/2004.
- (4) 1 for 1

### Remarks:

This transmission is Part 1 of 2, and contains 3 pages.

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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