Edgar Filing: FODELL THOMAS P - Form 4

FODELL THOMAS P

Form 4

February 20, 2003

\_ Check this box if no

See Instruction 1(b).

## FORM 4

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

## OMB APPROVAL

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

longer subject to Section 16. Form 4 or Form 5 obligations may continue.

## 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

Name and Address of Re  Fodell Thomas P.				and Tick Inc. ''B'		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First)  Barnes Group Inc. P.O. Box 489, 123 Main S	of Rep	of Reporting Person,					tatement for nth/Day/Year oruary 19, 2003	Director			
								Inc., Chief Associated	dent, Barnes Group Operating Officer, Spring, and Vice Sales & Marketing		
(Street) Bristol, CT 06011-0489		ļ					f Amendment, e of Original onth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One			
(C:t-) (Ct-t-)	(7:)		Table	т	Non D	•	-4: C		Reporting Person osed of, or Beneficially Owned		
(Instr. 3) action Exc Date Date (Month/ if a Day/ (Mo		2A. Deemed Execution Date, if any (Month/Day/ Year)		- ( 1 (	4. Securities Acqu (A) or Disposed of (Instr. 3, 4 & 5)			5. Amount of	6. Owner- ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V.	Amount	(A) or (D)	Price	(Instr. 3 & 4)	(mstr. 1)		
Common Stock, Par Value \$0.01 Per Share	02/19/03		M		2,606	_	\$16.973	5			
Common Stock, Par Value \$0.01 Per Share	02/19/03		F		2,403	D	\$19.1	9,779	D		
Common Stock, Par Value \$0.01 Per Share								1,078.7038	I	By Employee Stock Purchase Plan	
Common Stock, Par Value \$0.01 Per Share								13,579.2500(1)	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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

			<u> </u>				<u> </u>							
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number		6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Natı
Derivative	sion or	action	Deemed	Trans-	of		and Expiration		Amount of		Derivative	Derivative	Owner-	of Indire
Security	Exercise	Date	Execution	action	Deriva	ative	Date		Underlying		Security	Securities	ship	Benefic
	Price of		Date,	Code	Securities		(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Owners
(Instr. 3)	Derivative	(Month/	if any		Acqui	red	Year)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4
	Security	Day/	(Month/	(Instr.	(A) or							Following	ative	
		Year)	Day/	8)	Dispo	sed of						Reported	Security:	
			Year)		(D)							•	Direct	
					,							(Instr. 4)	(D)	
					(Instr.	3, 4						(111301. 4)	or	
					& 5)								Indirect	
				C + V	-	(D)	D 4	F .	TC'41	I	1		(I)	
				Code V	(A)	` '		Expira-	Title	Amount			(Instr. 4)	
							Exer-cisable	tion		or			(1115111 1)	
								Date		Number				
										of				
										Shares				
Employee	\$16.9735	02/19/03		M		2,606	(2)		Common	2,606		2,621	D	
Stk									Stock					
Option														
(Right to														
Buy)														
Employee	\$19.16	02/19/03		A	2,403		02/19/03	02/10/10	Common	2,403		2,403	D	
Stk	•				ĺ				Stock	ĺ		<b>'</b>		
Option														
(Right to														
Buy)														
~ J /							I			L				1

Explanation of Responses:

- (1) Represents the number of shares beneficially owned as of 02/19/03.
- (2) The options vest at the rate of 33-1/3% on the day after the end of the 6th, 18th, and 30th months beginning 2/11/00.

By: /s/ Signe S. Gates, Attorney-in-Fact February 20, 2003
Date

\*\*Signature of Reporting Person

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.

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).