STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

CARPENTER GEORGE T

Form 4

December 14, 2004

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

Section 16.

Form 4 or

Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * CARPENTER GEORGE T			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) (M	iddle)	3. Date of Earliest Transaction	(Check all applicable)
BARNES GRO STREET	BARNES GROUP INC., 123 MAIN STREET		(Month/Day/Year) 12/10/2004	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
BRISTOL, CT	06011-0489		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	Tal	ble I - Non	-Derivative	Securi	ities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie onor Disposed (Instr. 3, 4	d of (E))	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	11/04/2004		G V		D	\$ 0 (3)	8,415.4776 (1)	D	
Common Stock							105,447	I	By S. Carpenter Construction Co.
Common Stock							429.681 (2)	I	By my wife
Common Stock	12/10/2004		A	29.0682	A	\$ 27.011	0	I	By Non-Employee Director

Deferred Stock

								Plan
Common Stock	12/10/2004	A	44.4263	A	\$ 27.011	3,999.2941	I	By Non-Employee Director Deferred Stock 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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNumber	Expiration D	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) Derivativ	ve		Securi	ities	(Instr. 5)	
	Derivative				Securitie	es		(Instr.	3 and 4)		
	Security				Acquired	i					1
	·				(A) or						1
					Disposed	i					
					of (D)						
					(Instr. 3,						
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						LACICISADIC	Duic		of		
				Code	V (A) (D))			Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
CARPENTER GEORGE T BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X							
Signatures								
Signe S. Gates, pursuant to a P of Atty	ower	12/	/14/2004					
**Signature of Reporting Person		Date						

Reporting Owners 2

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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 2,000 Restricted Stock Units granted 2/13/03 and 1,550 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) I disclaim beneficial ownership of the shares held by my wife.
- (3) The reported transaction was a gift.

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.