

GOODRICH PHILIP A
Form 4
February 20, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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

1. Name and Address of Reporting Person* Goodrich Philip A.			2. Issuer Name and Ticker or Trading Symbol Barnes Group Inc. "B"			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President, Corporate Development		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year February 19, 2003		
Barnes Group Inc. P.O. Box 489, 123 Main Street								
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
Bristol, CT 06011-0489						7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01 Per Share			02/19/03		M		7,500	A	\$14.45		
Common Stock, Par Value \$0.01 Per Share			02/19/03		F		6,265	D	\$19.16		
Common Stock, Par Value \$0.01 Per Share			02/19/03		M		2,989	A	\$17.00		
Common Stock, Par Value \$0.01 Per Share			02/19/03		F		2,765	D	\$19.16		
Common Stock, Par Value \$0.01 Per Share			02/19/03		M		3,291	A	\$18.21		
Common Stock, Par Value \$0.01 Per Share			02/19/03		F		3,182	D	\$19.16	45,843	D
Common Stock, Par Value \$0.01 Per Share										289,0880	I
											By Employee Stock Purchase Plan

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Common Stock, Par Value \$0.01 Per Share								2,253,244 ⁽¹⁾	I	By 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stk Option (Right to Buy)	\$14.45	02/19/03		M		7,500		⁽²⁾	12/6/09	Common Stock	7,500	0	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		6,265			02/19/03	Common Stock	6,265	6,265	D	
Employee Stk Option (Right to Buy)	\$17.00	02/19/03		M		2,989		⁽³⁾	12/6/09	Common Stock	2,989	0	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		2,765			02/19/03	Common Stock	2,765	2,765	D	
Employee Stk Option (Right to Buy)	\$18.21	02/19/03		M		3,291		⁽⁴⁾	02/06/11	Common Stock	3,291	8,709	D	
Employee Stk Option (Right to Buy)	\$19.16	02/19/03		A		3,182			02/19/03	Common Stock	3,182	3,182	D	

Explanation of Responses:

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- (1) Represents the number of shares beneficially owned as of 02/19/03.
- (2) The options vest in four equal annual installments beginning in 12/6/00.
- (3) The options vest in four equal annual installments beginning in 12/6/00.
- (4) The options vest at the rate of 33-1/3% on the first, second and third anniversaries of the grant date beginning 2/6/02.

By: /s/ **Signe S. Gates, Attorney-in-Fact**

February 19, 2003

Date

**Signature of Reporting Person

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

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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