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FODELL THOMAS P Form 4 February 20, 2003

FORM 4

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

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

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OMB APPROVAL

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 Re Fodell Thomas P.				and Ticl 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	orting	Per	cation N rson, ıntary)	luml	Mon	atement for hth/Day/Year ruary 19, 2003	 Director			
								Inc., Chief Operating Officer Associated Spring, and Vice President, Sales & Marketing			
(Street) Bristol, CT 06011-0489						Date	Amendment, e of Original nth/Day/Year)	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State)	(Zip)		Table	Ι	Non-D	sed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/ Year)	1	4 - () - ()	4. Securi	ties . ispos	Acquired sed of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)	6. Owner- ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	(Instr. 3 & 4)	~ /		
Common Stock, Par Value \$0.01 Per Share	02/19/03		М		2,606	~ /	\$16.9735				
Common Stock, Par Value \$0.01 Per Share	02/19/03		F		2,403	D	\$19.16	9,779	D		
Common Stock, Par Value \$0.01 Per Share								1,078.7038	Ι	By Employee Stock Purchase Plan	
Common Stock, Par Value \$0.01 Per Share								13,579.2500 ⁽¹⁾	Ι	By 401(k) Plan	

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. nuts calls warrants ontions convertible securities)

		(e,	.g., puts,	calls,	warr	ants,	options, co	nvertib	ie secur	ities)				
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Nu	mber	6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Nat
Derivative	sion or	action	Deemed	Trans-	of		and Expiration		Amount o	f	Derivative	Derivative	Owner-	of Indir
Security	Exercise	Date	Execution	action	Deriv	ative	Date		Underlying		Security	Securities	ship	Benefic
	Price of		Date,	Code	Secur	ities	(Month/Day/				(Instr. 5)	Beneficially	Form	Owners
(Instr. 3)		`	if any		Acqu		Year)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4
		-	(Month/	(Instr.	(A) o							Following	ative	
			Day/	8)	_	sed of						Reported	Security:	
			Year)		(D)							Transaction(s)	Direct	
					-	~ .						(Instr. 4)	(D)	
					(Instr. 3, 4								or	
					& 5)	1							Indirect	
				Code V	(A)	(D)	Date	Expira-	Title	Amount			(1)	
							Exer-cisable	tion		or			(Instr. 4)	
								Date		Number				
										of				
										Shares				
Employee	\$16.9735	02/19/03		Μ		2,606	(2)	02/10/10	Common	2,606		2,621	D	
Stk									Stock					
Option														
(Right to														
Buy)														
Employee	\$19.16	02/19/03		Α	2,403		02/19/03	02/10/10	Common	2,403		2,403	8 D	
Stk									Stock					
Option														
(Right to														
Buy)														

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

**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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