

GOODRICH PHILIP A
Form 4/A
April 28, 2006

FORM 4

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

OMB APPROVAL

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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 *
GOODRICH PHILIP A

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)
02/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Corporate Development

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/27/2006		M		3,333 A \$ 19.12 0	D	
Common Stock	02/27/2006		M		2,658 A \$ 26.765 0	D	
Common Stock	02/27/2006		M		6,910 A \$ 26.765 0	D	
Common Stock	02/27/2006		M		456 A \$ 26.4 0	D	
Common Stock	02/27/2006		M		30 A \$ 26.4 0	D	

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Common Stock	02/27/2006	F	1,484	D	\$ 38.43	75,392 ⁽¹⁾	D	
Common Stock						0.7588	I	By Company's Employee Stock Purchase Plan
Common Stock						66.621	I	By Company's 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.

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 19.12	02/27/2006		M	3,333	⁽²⁾ 02/13/2013	Common Stock	3,333	
Employee Stk Option-Right to Buy	\$ 26.765	02/27/2006		M	2,658	⁽⁴⁾ 12/06/2009	Common Stock	2,658	
Employee Stk Option-Right to Buy	\$ 26.765	02/27/2006		M	6,910	⁽⁴⁾ 02/10/2010	Common Stock	6,910	
Employee Stk Option-Right to Buy	\$ 26.4	02/27/2006		M	456	⁽⁵⁾ 02/10/2010	Common Stock	456	
Employee Stk Option-Right	\$ 26.4	02/27/2006		M	30	⁽⁵⁾ 02/10/2010	Common Stock	30	

