

BARNES THOMAS O
Form 4
May 01, 2006

FORM 4

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

OMB APPROVAL

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

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 *
BARNES THOMAS O

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------------|---|---------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 04/27/2006 | | M | V | 9,600 | A | \$ 22.333 | 153,251 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 2,718.3259 | I | By Employee Stock Purchase Plan |
| Common Stock | | | | | | | | 10,056.786 | I | By 401(k) Plan |
| Common Stock | | | | | | | | 1,013.0217 ⁽²⁾ | I | By my wife |
| Common Stock | | | | | | | | 12,686.9114 ⁽²⁾ | I | As Custodian for my Son |

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| | | | |
|--------------|------------------------|---|--------------------------|
| Common Stock | 302,957 ⁽²⁾ | I | Trust #CF-2078 |
| Common Stock | 19,678 ⁽²⁾ | I | Trust #42-01-100-8546568 |
| Common Stock | 209,384 ⁽²⁾ | I | Trust #42-01-100-8546559 |
| Common Stock | 38,235 ⁽²⁾ | I | Trust #42-01-100-8550714 |
| Common Stock | 80,826 ⁽²⁾ | I | Trust #42-01-100-8550720 |
| Common Stock | 243,770 ⁽²⁾ | I | Trust #42-01-100-8550719 |
| Common Stock | 207,378 ⁽²⁾ | I | Trust #42-01-100-8546558 |
| Common Stock | 42,216 ⁽²⁾ | I | Trust #42-01-100-8550713 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stk Option-Right to Buy | \$ 22.333 | 04/27/2006 | | M | 9,600 | ⁽³⁾ | 02/21/2007 | Common Stock | 9,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BARNES THOMAS O
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

X

Signatures

Nancy M. Clark, Pursuant to a Power
of Atty

05/01/2006

__Signature of Reporting Person

Date

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 2/13/2003, 1,550 granted 4/14/2004, a balance of 1,000 granted 2/17/05 and 1,610 granted 2/15/06 that are subject to forfeiture if certain events occur.
- (2) I hereby disclaim beneficial ownership of shares held by my Wife, my Son and the Trusts except to the extent of my pecuniary interest.
- (3) The option vests in four equal annual installments, with the first installment vesting on 2/21/98.
- (4) 1 for 1.

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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