

Dempsey Patrick
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Dempsey Patrick

(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)
11/09/2005

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)

VP-BGI; Pres., B. Aerospace

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)
			Code	V Amount (D) Price			
Common Stock	11/09/2005		M	297 A \$ 26.25 0		D	
Common Stock	11/09/2005		F	248 D \$ 34.95 0		D	
Common Stock	11/09/2005		M	168 A \$ 26.25 0		D	
Common Stock	11/09/2005		F	141 D \$ 34.95 0		D	
Common Stock	11/09/2005		M	516 A \$ 27.245 0		D	

Edgar Filing: Dempsey Patrick - Form 4

Common Stock	11/09/2005	F	439	D	\$ 34.95	0	D	
Common Stock	11/09/2005	M	723	A	\$ 27.245	0	D	
Common Stock	11/09/2005	F	615	D	\$ 34.95	26,319.4302 <u>(1)</u>	D	
Common Stock						3,482.1144	I	By Company's Employee Stk Purchase Plan
Common Stock						1,485.041	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.

SEC 1474
(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)	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	\$ 26.25	11/09/2005		M		<u>(2)</u>	02/06/2011	Common Stock	297
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005		A		11/09/2005	02/06/2011	Common Stock	248
Employee Stk Option-Right to Buy	\$ 26.25	11/09/2005		M		<u>(2)</u>	02/06/2011	Common Stock	168

Edgar Filing: Dempsey Patrick - Form 4

Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	A	141	11/09/2005	02/06/2011	Common Stock	141
Employee Stk Option-Right to Buy	\$ 27.245	11/09/2005	M	516	(3)	02/06/2011	Common Stock	516
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	A	439	11/09/2005	02/06/2011	Common Stock	439
Employee Stk Option-Right to Buy	\$ 27.245	11/09/2005	M	723	(3)	10/30/2010	Common Stock	723
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	A	615	11/09/2005	10/30/2010	Common Stock	615

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP-BGI; Pres., B. Aerospace	

Signatures

Signe S. Gates, pursuant to Power of Attorney
11/14/2005

**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 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03, 1,200 granted 4/14/04, 4,500 granted 12/8/04, and 6,750 Restricted Stock Units and 6,750 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 10/14/2004.
- (3) The options vest 100% immediately on 2/19/2004.
- (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. 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.