

GOODRICH PHILIP A

Form 4

April 28, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODRICH PHILIP A

(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)

04/26/2006

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)

Sr. VP, Corporate Development

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	(A) or (D)	Price		
Common Stock	04/26/2006		M		2,227	A	\$ 26.765	0	D
Common Stock	04/26/2006		M		1,375	A	\$ 26.765	0	D
Common Stock	04/26/2006		M		9,344	A	\$ 26.9	0	D
Common Stock	04/26/2006		M		2,674	A	\$ 26.9	0	D
Common Stock	04/26/2006		M		2,235	A	\$ 26.9	0	D

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Common Stock	04/26/2006	M	6,637	A	\$ 28.71	0	D
Common Stock	04/26/2006	M	6,152	A	\$ 28.71	0	D
Common Stock	04/26/2006	M	2,313	A	\$ 28.71	0	D
Common Stock	04/26/2006	M	577	A	\$ 28.71	0	D
Common Stock	04/26/2006	F	4,159	D	\$ 45.81	0	D
Common Stock	04/26/2006	S	100	D	\$ 46.26	0	D
Common Stock	04/26/2006	S	3,000	D	\$ 46.3	86,038 ⁽¹⁾	D

Common Stock						0.7633	I	By Company's Employee Stock Purchase Plan
Common Stock						183.704	I	By Company's 401(k) Plan

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
	\$ 26.765	04/26/2006		M		2,227		05/24/2004	12/06/2009		2,227

Employee Stk Option-Right to Buy								Common Stock	
Employee Stk Option-Right to Buy	\$ 26.765	04/26/2006	M	1,375	05/24/2004	02/10/2010	Common Stock	1,37	
Employee Stk Option-Right to Buy	\$ 26.9	04/26/2006	M	9,344	02/23/2004	02/06/2011	Common Stock	9,34	
Employee Stk Option-Right to Buy	\$ 26.9	04/26/2006	M	2,674	02/23/2004	02/13/2013	Common Stock	2,67	
Employee Stk Option-Right to Buy	\$ 26.9	04/26/2006	M	2,235	02/23/2004	12/06/2009	Common Stock	2,23	
Employee Stk Option-Right to Buy	\$ 28.71	04/26/2006	M	6,637	11/20/2003	02/10/2010	Common Stock	6,63	
Employee Stk Option-Right to Buy	\$ 28.71	04/26/2006	M	6,152	11/20/2003	02/06/2011	Common Stock	6,15	
Employee Stk Option-Right to Buy	\$ 28.71	04/26/2006	M	2,313	11/20/2003	12/06/2009	Common Stock	2,31	
Employee Stk Option-Right to Buy	\$ 28.71	04/26/2006	M	577	11/20/2003	02/06/2011	Common Stock	577	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Corporate Development	

Signatures

Signe S. Gates, pursuant to a Power
of Atty

04/28/2006

__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).

Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and a balance of 4,000

(1) Performance Share Awards granted 2/16/05 and 5,000 Restricted Stock Units and 2,400 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

(2) 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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