MANGUM MYLLE H

Form 4 June 13, 2006

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * MANGUM MYLLE H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

BARNES GROUP INC [B] 3. Date of Earliest Transaction

(Check all applicable)

BARNES GROUP INC., 123 MAIN

(First)

(Month/Day/Year) 06/09/2006

_X__ Director 10% Owner _ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

STREET

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BRISTOL, CT 06011-0489

	•		Person								
(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)	(Instr. 8)		Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Common Stock			Code V	Amount	(D)	Price	(Instr. 3 and 4) $7,160 \frac{(1)}{(2)} \frac{(2)}{(2)}$	D		
	Common Stock	06/09/2006		A	3.4378	A	\$ 41.727	589.2197 <u>(2)</u>	I	By Non-Employee Director Deferred Stock Plan	
	Common Stock	06/09/2006		A	35.8281	A	\$ 41.727	625.0478 <u>(2)</u>	I	By Non-Employee Director Deferred Stock Plan	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Derivative			Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date			Number		
						Exercisable		11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MANGUM MYLLE H								
BARNES GROUP INC.	X							
123 MAIN STREET	Λ							
BRISTOL, CT 06011-0489								

Signatures

Nancy M. Clark, pursuant to a Power of Attorney 06/13/2006

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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 2/12/03, 1,550 granted 4/14/04 and 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) On June 9, 2006, the common stock split 2 for 1 in the form of a 100 percent stock dividend. The effect of the stock split will be reported on the next ownership report.

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.

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