

BARNES GROUP INC
Form 4
April 25, 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 *
BOYLE FRANCIS C JR

(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)
04/24/2006

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)

Vice President, Controller

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	04/24/2006		M	1,666 A \$ 19.12	0	D	
Common Stock	04/24/2006		M	9,175 A \$ 28.71	0	D	
Common Stock	04/24/2006		M	11,685 A \$ 30.315	0	D	
Common Stock	04/24/2006		M	6,107 A \$ 30.315	0	D	
Common Stock	04/24/2006		M	4,000 A \$ 29.63	0	D	

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Common Stock	04/24/2006	S	32,633	D	\$ 45.8487	37,715 ⁽¹⁾	D	
Common Stock						212.556	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 Security (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	04/24/2006		M	1,666	⁽²⁾ 02/13/2013	Common Stock	1,666	
Employee Stk Option-Right to Buy	\$ 28.71	04/24/2006		M	9,175	11/20/2003 10/15/2009	Common Stock	9,175	
Employee Stk Option-Right to Buy	\$ 30.315	04/24/2006		M	11,685	05/23/2005 02/05/2012	Common Stock	11,685	
Employee Stk Option-Right to Buy	\$ 30.315	04/24/2006		M	6,107	05/23/2005 02/06/2011	Common Stock	6,107	
Employee Stk Option-Right to Buy	\$ 29.63	04/24/2006		M	4,000	⁽⁴⁾ 02/20/2009	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BOYLE FRANCIS C JR
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Vice President, Controller

Signatures

Signe S. Gates, pursuant to a Power
of Atty

04/25/2006

__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 7,000 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04, and 2,250 Restricted Stock Units and a balance of 1,500

- (1) Performance Share Awards granted 2/16/05 and 1,700 Restricted Stock Units and 1,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.
- (2) The option vests in three equal annual installments with the first installment vesting on 2/13/2004.
- (3) 1 for 1.
- (4) The option vests in four equal annual installments with the first installment vesting on 2/20/1999.

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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