#### **BARNES GROUP INC**

Form 4 May 12, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOYLE FRANCIS C JR** Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title BARNES GROUP INC., 123 MAIN 05/10/2006 below) STREET Vice President, Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check 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) Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/10/2006		M	1,033	A	\$ 29.54	0	D	
Common Stock	05/10/2006		M	863	A	\$ 30.315	0	D	
Common Stock	05/10/2006		M	1,348	A	\$ 30.315	0	D	
Common Stock	05/10/2006		M	4,589	A	\$ 35.57	0	D	
Common Stock	05/10/2006		M	1,105	A	\$ 35.57	0	D	

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Common Stock	05/10/2006	M	1,062	A	\$ 35.57	0	D	
Common Stock	05/10/2006	S	10,000	D	\$ 45.505	35,249 <u>(1)</u>	D	
Common Stock						224.859	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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Employee Stk Option-Right to Buy	\$ 29.54	05/10/2006		M		1,033	(2)	02/11/2014	Common Stock	1,03
Employee Stk Option-Right to Buy	\$ 30.315	05/10/2006		M		863	05/23/2005	02/21/2007	Common Stock	863
Employee Stk Option-Right to Buy	\$ 30.315	05/10/2006		M		1,348	05/23/2005	02/21/2007	Common Stock	1,34
Employee Stk Option-Right to Buy	\$ 35.57	05/10/2006		M		4,589	11/23/2005	02/19/2009	Common Stock	4,58
Employee Stk Option-Right to Buy	\$ 35.57	05/10/2006		M		1,105	11/23/2005	02/21/2007	Common Stock	1,10
Employee Stk Option-Right	\$ 35.57	05/10/2006		M		1,062	11/23/2005	02/06/2011	Common Stock	1,06

to Buy

## **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

05/12/2006

\*\*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 a balance of 3,500 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04, and 2,250 Restricted Stock Units and a
- (1) balance of 1,500 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 at the rate of 33 1/3% on the 9th, 30th & 54th months from Grant Date.
- (**3**) 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.

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