

BARNES GROUP INC
Form 4
May 12, 2006

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

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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)
05/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Vice President, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	05/10/2006		M		1,033	A	\$ 29.54
Common Stock	05/10/2006		M		863	A	\$ 30.315
Common Stock	05/10/2006		M		1,348	A	\$ 30.315
Common Stock	05/10/2006		M		4,589	A	\$ 35.57
Common Stock	05/10/2006		M		1,105	A	\$ 35.57

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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 ⁽¹⁾	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.

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	\$ 29.54	05/10/2006		M	1,033	⁽²⁾ 02/11/2014	Common Stock	1,033	
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	1,348	
Employee Stk Option-Right to Buy	\$ 35.57	05/10/2006		M	4,589	11/23/2005 02/19/2009	Common Stock	4,589	
Employee Stk Option-Right to Buy	\$ 35.57	05/10/2006		M	1,105	11/23/2005 02/21/2007	Common Stock	1,105	
Employee Stk Option-Right	\$ 35.57	05/10/2006		M	1,062	11/23/2005 02/06/2011	Common Stock	1,062	

