

O BRIEN LAWRENCE W
 Form 4
 May 03, 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

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 *
O BRIEN LAWRENCE W

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President, Treasurer

(Street)
BRISTOL, CT 06011-0489

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

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	05/01/2006		M		668 A \$ 34.795 0	D	
Common Stock	05/01/2006		M		231 A \$ 34.795 0	D	
Common Stock	05/01/2006		M		423 A \$ 34.795 0	D	
Common Stock	05/01/2006		M		567 A \$ 34.795 0	D	
Common Stock	05/01/2006		M		368 A \$ 34.795 0	D	

Edgar Filing: O BRIEN LAWRENCE W - Form 4

Common Stock	05/01/2006	M	187	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	2,769	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,893	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,300	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	5,865	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,707	A	\$ 34.795	0	D
Common Stock	05/01/2006	S	15,978	D	\$ 45.0149	37,895 ⁽¹⁾	D

Common Stock						115.2708	I	By Company's Employee Stock Purchase Plan
Common Stock						63.329	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 34.795	05/01/2006		M	668	11/17/2005	02/13/2013		668

Edgar Filing: O BRIEN LAWRENCE W - Form 4

Employee Stk Option-Right to Buy								Common Stock	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	231	11/17/2005	08/07/2011	Common Stock	231	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	423	11/17/2005	08/07/2011	Common Stock	423	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	567	11/17/2005	10/10/2011	Common Stock	567	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	368	11/17/2005	08/07/2011	Common Stock	368	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	187	11/17/2005	08/07/2011	Common Stock	187	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	2,769	11/17/2005	02/05/2012	Common Stock	2,769	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,893	11/17/2005	08/07/2011	Common Stock	1,893	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,300	11/17/2005	08/07/2011	Common Stock	1,300	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	5,865	11/17/2005	10/10/2011	Common Stock	5,865	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,707	11/17/2005	08/07/2011	Common Stock	1,707	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Signe S. Gates, pursuant to a Power of
Attorney

05/03/2006

__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) 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.