

BARNES GROUP INC
Form 4
May 12, 2006

FORM 4

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

OMB APPROVAL

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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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/10/2006		M		1,033	A	\$ 29.54	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006		M		863	A	\$ 30.315	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006		M		1,348	A	\$ 30.315	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006		M		4,589	A	\$ 35.57	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006		M		1,105	A	\$ 35.57	0	D	Indirect Beneficial Ownership (Instr. 4)

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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.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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	

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.