

BARNES GROUP INC
Form 4
May 26, 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 *
CARPENTER EDMUND M

(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)
05/24/2006

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)
President & CEO

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 or Price | | |
| Common Stock | 05/24/2006 | | M | | 5,900 A \$ 19.12 | 650,922 ⁽¹⁾ | D |
| Common Stock | 05/24/2006 | | S | | 5,900 D \$ 40.5253 | 650,922 ⁽¹⁾ | D |
| Common Stock | 05/25/2006 | | M | | 20,000 A \$ 29.54 | 650,922 ⁽¹⁾ | D |
| Common Stock | 05/25/2006 | | S | | 20,000 D \$ 41.1135 | 650,922 ⁽¹⁾ | D |
| Common Stock | | | | | | 6,359.401 | I |

By
Company's
401(k) Plan

Common
Stock

5,417.2852 I

By
Company's
Employee
Stock
Purchase
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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stk Option-Right to Buy | \$ 19.12 | 05/24/2006 | | M | 5,900 | <u>(2)</u> 02/13/2013 | Common Stock | 5,900 |
| Employee Stk Option-Right to Buy | \$ 29.54 | 05/25/2006 | | M | 20,000 | <u>(4)</u> 02/11/2014 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARPENTER EDMUND M BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | X | | President & CEO | |

Signatures

Signe S. Gates, pursuant to a Power of Attorney

05/26/2006

__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 22,500 Restricted Stock Units and a balance of 5,000 Performance Share Awards granted 2/12/03, 25,000 Restricted

(1) Stock Units and a balance of 4,000 Performance Share Awards granted 4/14/04, and 32,000 Restricted Stock Units and a balance of 29,000 Performance Share Awards granted 3/7/05 that are subject to forfeiture if certain events occur.

(2) Option vests in three equal installments on the 1st, 3rd and 5th anniversaries of the grant date, with the first vesting on 2/13/2004.

(3) 1 for 1.

(4) Option vests in three equal installments on the 9th, 30th and 54th months from the grant date, with the first vesting on 11/11/2004.

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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