#### CARPENTER GEORGE T

Form 4

February 21, 2006

# FORM 4

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

**OMB** Number:

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

### 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(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 CARPENTER GEORGE T Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner \_ Other (specify Officer (give title BARNES GROUP INC., 123 MAIN 02/17/2006 below) STREET 4. If Amendment, Date Original (Street) 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

(City)	(State)	(Zip) Ta	le I - Non-Derivative Securities Acquired, Disposed of, $\alpha$	or Beneficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) Beneficially Form Owned Dire Following or In Reported (I)	7. Nature of nership m: Ownership ect (D) (Instr. 4) ndirect str. 4)
Common Stock	02/17/2006		$A_{\underline{(1)}}$ 1,000 A $\begin{array}{cccccccccccccccccccccccccccccccccccc$	
Common Stock			105,447 I	By S. Carpenter Construction Co.
Common Stock			433.0635 (3) I	By my wife
Common Stock			4,261.0737 I	By Non-Employee Director Deferred Stock

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Plan

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired	Expiration Day/ (Month/Day/	ay/Year) Unde Secur		nt of lying	8. Price of Derivative Security (Instr. 5)
	·			(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
CARPENTER GEORGE T BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X				

### **Signatures**

Signe S. Gates, pursuant to a Power 02/21/2006 of Atty

> \*\*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).
- (1) Settlement of Restricted Stock Units through conversion into Common Stock.
- Includes 2,000 Restricted Stock Units granted 2/12/03, 1,550 granted 4/14/04, a balance of 1,000 granted 2/17/05 and 1,610 granted 2/15/06 that are subject to forfeiture if certain events occur.
- (3) I hereby disclaim beneficial ownership in shares held by my wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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