

BARNES GROUP INC
Form 4
April 28, 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 *
DENNINGER WILLIAM C

(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)
04/26/2006

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)

Sr. VP, Finance & CFO

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	04/26/2006		M	5,000 A \$ 19.12	0	D	
Common Stock	04/26/2006		M	4,333 A \$ 29.54	0	D	
Common Stock	04/26/2006		M	4,161 A \$ 28.9	0	D	
Common Stock	04/26/2006		M	16,910 A \$ 27.245	0	D	
Common Stock	04/26/2006		S	30,404 D \$ 46.0397	126,811.2308 (1)	D	

Common Stock	7,458.2421	I	By Company's Employee Stock Purchase Plan
Common Stock	4,303.966 ⁽⁷⁾	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
Employee Stk Option-Right to Buy	\$ 19.12	04/26/2006		M	5,000	⁽²⁾ 02/13/2013	Common Stock	0
Employee Stk Option-Right to Buy	\$ 29.54	04/26/2006		M	4,333	⁽³⁾ 02/11/2014	Common Stock	0
Employee Stk Option-Right to Buy	\$ 28.9	04/26/2006		M	4,161	⁽⁴⁾ 02/06/2011	Common Stock	0
Employee Stk Option-Right to Buy	\$ 27.245	04/26/2006		M	16,910	⁽⁵⁾ 02/06/2011	Common Stock	0

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

DENNINGER WILLIAM C
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

X

Sr. VP, Finance & CFO

Signatures

Signe S. Gates, pursuant to a Power
of Atty

04/28/2006

__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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and a balance of 4,500

(1) Performance Share Awards granted 2/16/05 and 5,400 Restricted Stock Units and 3,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

(2) The options vest in 3 equal annual installments with the first installment vesting on 2/13/04.

(3) The options vest in 3 equal annual installments with the first installment vesting on 2/11/05.

(4) The options vest 100% immediately on 11/24/03.

(5) The options vest 100% immediately on 2/19/04.

(6) 1 for 1.

(7) Adjustment by the Company of 5.127 shares to conform to the requirements of Section 8 of the IRS Code.

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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