BARNES GROUP INC

Form 4 March 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock

(Print or Type Responses)

| | Address of Reporting I FHOMAS P | Symbol | 2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------------|---------------------------------------|---------------------------------|--|---|--|--|---|--|--|
| (Last) | | 3. Date of Earliest Transaction | | | (Check all applicable) | | | | |
| (Last) | (First) (M | , | n Earnest i Day/Year) | ransaction | Director | 1 | 0% Owner | | |
| BARNES O STREET | GROUP INC., 123 | • | • | | Director 10% Owner _X_ Officer (give title Other (specify below) VP, BGI; Pres. AS Sales Grp. | | | | |
| | (Street) | 4. If Am | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| BRISTOL, | CT 06011-0489 | Filed(Mo | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Tab | le I - Non- | Derivative Securities Ac | | of, or Benefic | ially Owned | | |
| 1.Title of Security (Instr. 3) | urity (Month/Day/Year) Execution Date | | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | 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) | | |

| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | nstr. 8) | | 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|----------------|---------------|-------------------------|-----------------|----------|-----|-------------|--|---|--|
| Commo Stock | on 03/01/2006 | | A <u>(1)</u> | 696 | (D) | \$ 39.16 | 44,930 (2) | D | |
| Commo Stock | n | | | | | | 342.6023 | I | By Company's Employee Stock Purchase Plan |
| Commo | n | | | | | | 16 057 406 | т | By |

16,057.406

Company's

401(k) Plan

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9 |
|--|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|----------|-------------|---|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | int of | Derivative | J |
| | Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | | Security | | | | Acquired | | | | | |] |
| | | • | | | | (A) or | | | | | |] |
| | | | | | | Disposed | | | | | | - |
| | | | | | | of (D) | | | | | | (|
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date | Expiration | | or | | |
| | | | | | | | Exercisable | Date | | Number | | |
| | | | | | | | | | of | | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP, BGI; Pres. AS Sales Grp.

Signatures

Signe S. Gates, pursuant to a Power of Atty 03/03/2006

**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).
- (1) Settlement of performance share awards through conversion into common stock.
 - Includes 8,000 Restricted Stock Units granted 2/12/03, 5,000 granted 4/14/04 and 3,000 Restricted Stock Units and a balance of 2,000
- (2) 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.

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.

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