

GOODRICH PHILIP A
Form 4
November 29, 2005

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 *
GOODRICH PHILIP A

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Corporate Development

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRISTOL, CT 06011-0489

(City) (State) (Zip)

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	11/25/2005		M		1,519	A	\$ 26.15
Common Stock	11/25/2005		F		1,263	D	\$ 34.705
Common Stock	11/25/2005		M		133	A	\$ 26.15
Common Stock	11/25/2005		F		112	D	\$ 34.705
Common Stock	11/25/2005		M		13,491	A	\$ 26.4

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Common Stock	11/25/2005	F	11,279	D	\$ 34.705	0	D
Common Stock	11/25/2005	M	3,841	A	\$ 26.4	0	D
Common Stock	11/25/2005	F	3,212	D	\$ 34.705	0	D
Common Stock	11/25/2005	M	2,254	A	\$ 26.4	0	D
Common Stock	11/25/2005	F	1,885	D	\$ 34.705	0	D
Common Stock	11/25/2005	M	1,943	A	\$ 26.4	0	D
Common Stock	11/25/2005	F	1,626	D	\$ 34.705	71,876 ⁽¹⁾	D

Common Stock						166.3971	I	By Company's Employee Stock Purchase Plan
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 26.15	11/25/2005		M		1,519 ⁽²⁾	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005		A		1,263	11/25/2005 02/05/2012	Common Stock

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Employee Stk Option-Right to Buy	\$ 26.15	11/25/2005	M	133	(2)	12/06/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	112		11/25/2005 12/06/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 26.4	11/25/2005	M	13,491	(3)	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	11,279		11/25/2005 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 26.4	11/25/2005	M	3,841	(3)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	3,212		11/25/2005 02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.4	11/25/2005	M	2,254	(3)	12/06/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	1,885		11/25/2005 12/06/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 26.4	11/25/2005	M	1,943	(3)	12/06/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	1,626		11/25/2005 12/06/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Corporate Development	

Signatures

Signe S. Gates, pursuant to a Power
of Atty 11/29/2005

**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) Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/24/2004.
- (3) The options vest 100% immediately on 8/30/2004.
- (4) 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.

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