

O BRIEN LAWRENCE W
Form 4
May 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O BRIEN LAWRENCE W

(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)

05/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President, Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/01/2006		M		668	A	\$ 34.795 0
Common Stock	05/01/2006		M		231	A	\$ 34.795 0
Common Stock	05/01/2006		M		423	A	\$ 34.795 0
Common Stock	05/01/2006		M		567	A	\$ 34.795 0
Common Stock	05/01/2006		M		368	A	\$ 34.795 0

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Common Stock	05/01/2006	M	187	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	2,769	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,893	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,300	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	5,865	A	\$ 34.795	0	D
Common Stock	05/01/2006	M	1,707	A	\$ 34.795	0	D
Common Stock	05/01/2006	S	15,978	D	\$ 45.0149	37,895 ⁽¹⁾	D

Common Stock						115.2708	I	By Company's Employee Stock Purchase Plan
Common Stock						63.329	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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SEC 1474
(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)
	\$ 34.795	05/01/2006		M	668	11/17/2005 02/13/2013	Amount or Number of Shares

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Employee Stk Option-Right to Buy								Common Stock	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	231	11/17/2005	08/07/2011	Common Stock	231	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	423	11/17/2005	08/07/2011	Common Stock	423	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	567	11/17/2005	10/10/2011	Common Stock	567	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	368	11/17/2005	08/07/2011	Common Stock	368	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	187	11/17/2005	08/07/2011	Common Stock	187	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	2,769	11/17/2005	02/05/2012	Common Stock	2,769	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,893	11/17/2005	08/07/2011	Common Stock	1,893	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,300	11/17/2005	08/07/2011	Common Stock	1,300	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	5,865	11/17/2005	10/10/2011	Common Stock	5,865	
Employee Stk Option-Right to Buy	\$ 34.795	05/01/2006	M	1,707	11/17/2005	08/07/2011	Common Stock	1,707	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Signe S. Gates, pursuant to a Power of
Attorney

05/03/2006

__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).

Includes 7,000 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and a balance of 1,500

(1) 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.

(2) 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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