

BARNES GROUP INC
Form 5
January 22, 2007

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARNES THOMAS O

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2006	Â	G	(A) 2,720 (1) D \$ 0	605,914 (2)	I	Trust #CF-2078
Common Stock	03/02/2006	Â	G	340 (1) A \$ 0	306,502 (3)	D	Â
Common Stock	05/03/2006	Â	G	340 D \$ 0	305,822 (3)	D	Â
Common Stock	Â	Â	Â	Â Â Â 5,785.3769		I	By Company's Employee Stock

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Common Stock	Â	Â	Â	Â	Â	Â	21,381.202	I	Purchase Plan By Company's 401(k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	2,065.0788 (2)	I	By my Wife
Common Stock	Â	Â	Â	Â	Â	Â	39,356 (2)	I	Trust #42-01-100-8546568
Common Stock	Â	Â	Â	Â	Â	Â	418,768 (2)	I	Trust #42-01-100-8546559
Common Stock	Â	Â	Â	Â	Â	Â	76,470 (2)	I	Trust #42-01-100-8550714
Common Stock	Â	Â	Â	Â	Â	Â	161,652 (2)	I	Trust #42-01-100-8550720
Common Stock	Â	Â	Â	Â	Â	Â	487,540 (2)	I	Trust #42-01-100-8550719
Common Stock	Â	Â	Â	Â	Â	Â	414,756 (2)	I	Trust #42-01-100-8546558
Common Stock	Â	Â	Â	Â	Â	Â	84,432 (2)	I	Trust #42-01-100-8550713

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

