

DENNINGER WILLIAM C
 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 *
 DENNINGER WILLIAM C

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
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Finance & CFO

BRISTOL, CT 06011-0489

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

(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	4,697 A \$ 26.33	0	D	
Common Stock	11/25/2005		F	3,921 D \$ 34.705	0	D	
Common Stock	11/25/2005		M	4,459 A \$ 26.33	0	D	
Common Stock	11/25/2005		F	3,722 D \$ 34.705	0	D	
Common Stock	11/25/2005		M	3,743 A \$ 26.33	0	D	

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Common Stock	11/25/2005	F	3,125	D	\$ 34.705	0	D	
Common Stock	11/25/2005	M	2,514	A	\$ 26.33	0	D	
Common Stock	11/25/2005	F	2,099	D	\$ 34.705	0	D	
Common Stock	11/25/2005	M	1,898	A	\$ 26.33	0	D	
Common Stock	11/25/2005	F	1,585	D	\$ 34.705	0	D	
Common Stock	11/25/2005	M	379	A	\$ 26.33	0	D	
Common Stock	11/25/2005	F	317	D	\$ 34.705	111,324.6571 <u>(1)</u>	D	
Common Stock						7,367.4333	I	By Company's Employee Stock Purchase Plan
Common Stock						4,009.609 <u>(4)</u>	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stk Option-Right	\$ 26.33	11/25/2005		M	4,697	<u>(2)</u>	04/11/2010	Common Stock

to Buy

Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	3,921	11/25/2005	04/11/2010	Common Stock	3
Employee Stk Option-Right to Buy	\$ 26.33	11/25/2005	M	4,459	(2)	02/06/2011	Common Stock	4
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	3,722	11/25/2005	02/06/2011	Common Stock	3
Employee Stk Option-Right to Buy	\$ 26.33	11/25/2005	M	3,743	(2)	04/11/2010	Common Stock	3
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	3,125	11/25/2005	04/11/2010	Common Stock	3
Employee Stk Option-Right to Buy	\$ 26.33	11/25/2005	M	2,514	(2)	04/11/2010	Common Stock	2
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	2,099	11/25/2005	04/11/2010	Common Stock	2
Employee Stk Option-Right to Buy	\$ 26.33	11/25/2005	M	1,898	(2)	04/11/2010	Common Stock	1
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	1,585	11/25/2005	04/11/2010	Common Stock	1
Employee Stk Option-Right to Buy	\$ 26.33	11/25/2005	M	379	(2)	04/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 34.705	11/25/2005	A	317	11/25/2005	04/11/2010	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Finance & CFO	

Signatures

Signe S. Gates, pursuant to a Power of
Attorney

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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/04.
- (3) 1 for 1
- (4) Adjustment by the Company of 5.016 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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