#### WOLF IDELLE K

Form 4

February 08, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

**SECURITIES** 

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name <b>and</b> Ticker or Trading Symbol 5. Relationship of Foundation Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
BARNES GROUP INC [B] (Check (Last) (First) (Middle) 3. Date of Earliest Transaction				
BARNES GROUP INC., 123 MAIN 02/06/2006  STREET  —X_ Officer (give to below)	title 10% Owner Other (specify below) res. B. Distribution			
(Street) 4. If Amendment, Date Original 6. Individual or Join Filed(Month/Day/Year) Applicable Line) _X_ Form filed by Or	nt/Group Filing(Check			
= = · · · ·	ore than One Reporting			

				1 015011		
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities Acqu	uired, Disposed (	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	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)
Common Stock	02/06/2006		$A_{\underline{(1)}}$ 2,805 A $\begin{array}{c} \$ \\ 37.385 \end{array}$	52,675 (2)	D	
Common Stock				6,425.8915	I	By Company's Employee Stock Purchase Plan
Common Stock				133.219	I	By 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		Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Paparting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

WOLF IDELLE K BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP,BGI; Pres. B. Distribution

### **Signatures**

Signe S. Gates, pursuant to a Power of Attorney 02/08/2006

\*\*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 Restricted Stock Units and Dividend Equivalents through conversion into Common Stock.
- (2) Includes 8,000 Restricted Stock Units granted 2/12/03, 5,000 granted 4/14/04 and 3,000 Restricted Stock Units and 3,000 Performance Share Awards granted 2/16/05 that are subject to forteiture 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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