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BARNES GROUP INC Form 4 May 22, 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. Image: Mail of the securities Exchange Act of 1935 Stimated to Section 16(a) of the Securities Exchange Act of 1935, or Section 30(h) of the Investment Company Act of 1935 or Section 1(b). State Method is a securities of the securities is the securities of the securities o							
(Print or Type Responses)1. Name and Address ofCARRENTED EDM	Reporting Person <u>*</u> 2	2. Issuer Name and T	Ficker or Tradi	ng	5. Relationship of	Reporting Per	rson(s) to
CARPENTER EDM (Last) (First BARNES GROUP I STREET) (Middle) 3.	ymbol ARNES GROUP Date of Earliest Trar Aonth/Day/Year) 5/18/2006			X Director X Officer (give below)	title Oth below)	e) % Owner her (specify
(Stree BRISTOL, CT 0601	Fi	If Amendment, Date lled(Month/Day/Year)	e Original		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	one Reporting P	erson
(City) (State) (Zip)	Table I - Non-De	rivative Secu	rities Acqu	uired, Disposed of,	, or Beneficia	lly Owned
	ion Date 2A. Deemed y/Year) Execution Date any (Month/Day/Y	3. 4.5 te, if Transactionor Code (In	Securities Acq Disposed of (I nstr. 3, 4 and 5) (A) or	uired (A) D)	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 05/18/20	06		mount (D) 3,600 A	Price \$ 26.3	650,922 <u>(1)</u>	D	
Common Stock 05/18/20	06	S 18		\$ 43.1577	650,922 <u>(1)</u>	D	
Common Stock					6,359.401	Ι	By Company's 401(k) Plan
Common Stock					5,417.2852	I	By Company's Employee Stock

								Purchase Plan	
Reminder: Report on a separate line for each class of securities benefici			ially 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)		
			ive Securities Acqui its, calls, warrants, c	· · · -		-	l		
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)	Code	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option (Right to Buy)	\$ 26.3	05/18/2006		М	18,600	(2)	12/08/2008	Common Stock	18,600

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Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
Х		President & CEO				
Signe S. Gates, pursuant to a Power of Attorney		05/22/2006				
son		Date				
	X Yower of	Director 10% Owner X	Director 10% Owner Officer X President & CEO Power of 05/22/2006			

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 a balance of 22,500 Restricted Stock Units and a balance of 5,000 Performance Share Awards granted 2/12/03, 25,000 Restricted
(1) Stock Units and a balance of 4,000 Performance Share Awards granted 4/14/04, and 32,000 Restricted Stock Units and a balance of 29,000 Performance Share Awards granted 3/7/05 that are subject to forfeiture if certain events occur.

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- (2) Option vest in four equal annual installments with the first beginning on 12/8/1999.
- (**3**) 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. 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.