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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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).

STREET

(Print or Type Responses)

1. Name and Address of Reporting Person * FODELL THOMAS P

2. Issuer Name and Ticker or Trading Symbol

BARNES GROUP INC [B]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

BARNES GROUP INC., 123 MAIN

(Month/Day/Year)

05/18/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

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

VP, BGI; Pres. AS Sales Grp.

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRISTOL, CT 06011-0489

(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)	Code (Instr. 8)	oror Dispos (Instr. 3, 4	ed of (4 and 5	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)
Common Stock	05/18/2006		Code V M	Amount 1,104	(D)	Price \$ 27.245	0	D	
Common Stock	05/18/2006		M	8	A	\$ 29.24	0	D	
Common Stock	05/18/2006		M	3,808	A	\$ 27.245	0	D	
Common Stock	05/18/2006		M	241	A	\$ 26.005	0	D	
Common Stock	05/18/2006		M	2,331	A	\$ 26.33	0	D	

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Common Stock	05/18/2006	M	3,608	A	\$ 26.33	0	D	
Common Stock	05/18/2006	S	11,100	D	\$ 43.25	43,716 (1)	D	
Common Stock						381.8991	I	By Company's Employee Stock Purchase Plan
Common Stock						15,835.134	I	By Company's 401(k) Plan
Reminder: Re	nort on a separate line for each class of secu	rities ben	eficially ow	med d	irectly or in	directly		

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)

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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 27.245	05/18/2006		M	1,104	02/19/2004	02/10/2010	Common Stock	1,10
Employee Stk Option-Right to Buy	\$ 29.24	05/18/2006		M	8	11/17/2003	02/10/2010	Common Stock	8
Employee Stk Option-Right to Buy	\$ 27.245	05/18/2006		M	3,808	02/19/2004	02/06/2011	Common Stock	3,80
Employee Stk Option-Right to Buy	\$ 26.005	05/18/2006		M	241	05/17/2004	04/11/2010	Common Stock	241

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Employee Stk Option-Right to Buy	\$ 26.33	05/18/2006	M	2,331	08/19/2004	04/11/2010	Common Stock	2,33
Employee Stk Option-Right	\$ 26.33	05/18/2006	M	3,608	08/19/2004	02/06/2011	Common Stock	3,60

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP, BGI; Pres. AS Sales Grp.

Signatures

Signe S. Gates, pursuant to a Power of Attorney 05/22/2006

**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 a balance of 4,000 Restricted Stock Units granted 2/12/03, 5,000 granted 4/14/04 and 3,000 Restricted Stock Units and a balance (1) of 2,000 Performance Share Awards granted 2/16/05 and 1,700 Restricted Stock Units and 1,000 Performance Share Awards granted
- (1) of 2,000 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. 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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