

DEFORTE JOSEPH D
Form 4
October 25, 2006

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 *
DEFORTE JOSEPH D

(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. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President, Tax

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 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	10/23/2006		M		1,034 A \$ 12.525 0	D	
Common Stock	10/23/2006		M		3,738 A \$ 12.365 0	D	
Common Stock	10/23/2006		M		6,378 A \$ 13.18 0	D	
Common Stock	10/23/2006		M		5,652 A \$ 13.165 0	D	
Common Stock	10/23/2006		S		16,802 D \$ 20.2027 0	D	

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Common Stock	10/24/2006	M	2,486	A	\$ 13.165	0		D	
Common Stock	10/24/2006	M	5,684	A	\$ 13.115	0		D	
Common Stock	10/24/2006	M	3,520	A	\$ 13.115	0		D	
Common Stock	10/24/2006	M	2,002	A	\$ 12.615	0		D	
Common Stock	10/24/2006	M	11,508	A	\$ 12.8075	0		D	
Common Stock	10/24/2006	S	25,200	D	\$ 20.2133	<u>(1)</u>	102,545.7358	D	
Common Stock							419.3236	I	By Company's Employee Stock Purchase Plan
Common Stock							253.526	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 12.525	10/23/2006		M	1,034	<u>(2)</u> 10/15/2009	Common Stock	1,034
	\$ 12.365	10/23/2006		M	3,738	<u>(4)</u> 10/15/2009		3,738

Employee Stk Option-Right to Buy							Common Stock	
Employee Stk Option-Right to Buy	\$ 13.18	10/23/2006	M	6,378	(5)	10/15/2009	Common Stock	6,37
Employee Stk Option-Right to Buy	\$ 13.165	10/23/2006	M	5,652	(6)	10/15/2009	Common Stock	5,65
Employee Stk Option-Right to Buy	\$ 13.165	10/24/2006	M	2,486	(6)	10/15/2009	Common Stock	2,48
Employee Stk Option-Right to Buy	\$ 13.115	10/24/2006	M	5,684	(7)	10/15/2009	Common Stock	5,68
Employee Stk Option-Right to Buy	\$ 13.115	10/24/2006	M	3,520	(7)	02/10/2010	Common Stock	3,52
Employee Stk Option-Right to Buy	\$ 12.615	10/24/2006	M	2,002	(8)	02/16/2015	Common Stock	2,00
Employee Stk Option-Right to Buy	\$ 12.8075	10/24/2006	M	11,508	(9)	02/10/2010	Common Stock	11,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEFORTE JOSEPH D BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Tax	

Signatures

Nancy M. Clark, pursuant to a Power of Attorney
10/25/2006

__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) Includes a balance of 7,000 Restricted Stock Units granted 2/12/03, 8,000 granted 4/14/04 and 4,500 Restricted Stock Units and a balance of 3,000 Performance Share Awards granted 2/16/05 and 3,400 Restricted Stock Units and 2,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

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- (2) The option vests 100% immediately on 5/7/2002.
- (3) 1 for 1.
- (4) The option vests 100% immediately on 8/19/2003.
- (5) The option vests 100% immediately on 5/25/2004.
- (6) The option vests 100% immediately on 8/19/2004.
- (7) The option vests 100% immediately on 11/26/2004.
- (8) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/16/ 05.
- (9) The options vest 100% immediately on 2/24/2005.

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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