

BARNES THOMAS O
Form 5
February 01, 2006

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARNES THOMAS O

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

BARNES GROUP INC., 123
MAIN STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	or (D)	Price			
Common Stock	^	^	^	^	^	^	305,677 ⁽¹⁾	I	Trust # CF-2078
Common Stock	^	^	^	^	^	^	151,678 ⁽²⁾	D	^
Common Stock	^	^	^	^	^	^	1,007.1801 ⁽¹⁾	I	By my Wife
Common Stock	^	^	^	^	^	^	12,678.0133 ⁽¹⁾	I	As Custodian for Son

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Common Stock	Â	Â	Â	Â	Â	Â	2,663.3696	I	By Employee Stock Purchase Plan
Common Stock	Â	Â	Â	Â	Â	Â	10,053.101	I	By 401 (k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	19,678 ⁽¹⁾	I	Trust #42-01-100-8546568
Common Stock	Â	Â	Â	Â	Â	Â	243,770 ⁽¹⁾	I	Trust #42-01-100-8550719
Common Stock	Â	Â	Â	Â	Â	Â	209,384 ⁽³⁾	I	Trust #42-01-100-8546559
Common Stock	Â	Â	Â	Â	Â	Â	38,235 ⁽³⁾	I	Trust #42-01-100-8550714
Common Stock	Â	Â	Â	Â	Â	Â	80,826 ⁽³⁾	I	Trust #42-01-100-8550720
Common Stock	Â	Â	Â	Â	Â	Â	207,378 ⁽³⁾	I	Trust #42-01-100-8546558
Common Stock	Â	Â	Â	Â	Â	Â	42,216 ⁽³⁾	I	Trust #42-01-100-8550713

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â X	Â	Â	Â

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

Signatures

Thomas O. 01/30/2006
Barnes

 **Signature of Date
Reporting Person

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) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, his Son and the Trusts except to the extent of his pecuniary interest.
- (2) Includes 2,000 shares of Restricted Stock Units granted 2/13/2003, 1,550 granted on 4/14/2004 and 2,000 granted 2/17/2005 that are subject to forfeiture if certain events occur.
- (3) On August 12, 2005, Reporting Person acquired without consideration a pecuniary interest in the trusts by virtue of becoming a co-trustee with a beneficial interest in the securities held by trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.