BARNES GROUP INC

Form 4 March 03, 2006

FORM 4

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

OMB APPROVAL

OMB

Number: 3235-0287

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

214.977

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

January 31,

0.5

Form 4 or Form 5 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GATES SIGNES

Stock

1. Name and Address of Reporting Person *

(Last) (First) (Middle)				Symbol BARNES GROUP INC [B] 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006					(Check all applicable) Director 10% Owner Other (specify below) Sr. VP, Gen. Counsel & Sec.																		
														(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
														DDISTOL CT 06011 0480				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
BRISTOL, CT 06011-0489									Person																		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ov										ally Owned																	
	1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution		Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)																			
	Common Stock	03/01/2006			Code V $A_{\underline{(1)}}$	Amount 1,371	(D)	Price \$ 39.16	118,774.7093 (2)	D																	
	Common Stock								0.3811	I	By Company's Employee Stock Purchase Plan																
	Common								214 077	ĭ	By Company's																

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.

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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	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Derivativ	e		Securi	Securities	(Instr. 5)	
	Derivative				Securities			(Instr. 3 and 4)			
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date	Title	Number		
									of		
				Code V	I(A)(D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

Sr. VP, Gen. Counsel & Sec.

Signatures

Signe S. Gates 03/03/2006

**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 performance share awards through conversion into common stock.
- Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and a balance of 4,000 (2) Performance Share Awards granted 2/16/05 and 5,000 Restricted Stock Units and 2,400 Performance Share Awards granted 2/15/06 that are subject to forfeiture 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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