

DENNINGER WILLIAM C
 Form 4
 November 29, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DENNINGER WILLIAM C

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 BARNES GROUP INC., 123 MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Finance & CFO

BRISTOL, CT 06011-0489
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 11/25/2005 | | M | | 4,697 | A | \$ 26.33 0 |
| Common Stock | 11/25/2005 | | F | | 3,921 | D | \$ 34.705 0 |
| Common Stock | 11/25/2005 | | M | | 4,459 | A | \$ 26.33 0 |
| Common Stock | 11/25/2005 | | F | | 3,722 | D | \$ 34.705 0 |
| Common Stock | 11/25/2005 | | M | | 3,743 | A | \$ 26.33 0 |

Edgar Filing: DENNINGER WILLIAM C - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|----------------------------|---|---|
| Common Stock | 11/25/2005 | F | 3,125 | D | \$ 34.705 | 0 | D | |
| Common Stock | 11/25/2005 | M | 2,514 | A | \$ 26.33 | 0 | D | |
| Common Stock | 11/25/2005 | F | 2,099 | D | \$ 34.705 | 0 | D | |
| Common Stock | 11/25/2005 | M | 1,898 | A | \$ 26.33 | 0 | D | |
| Common Stock | 11/25/2005 | F | 1,585 | D | \$ 34.705 | 0 | D | |
| Common Stock | 11/25/2005 | M | 379 | A | \$ 26.33 | 0 | D | |
| Common Stock | 11/25/2005 | F | 317 | D | \$ 34.705 | 111,324.6571 <u>(1)</u> | D | |
| Common Stock | | | | | | 7,367.4333 | I | By Company's Employee Stock Purchase Plan |
| Common Stock | | | | | | 4,009.609 <u>(4)</u> | I | By Company's 401(k) Plan |

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.

SEC 1474
(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stk Option-Right | \$ 26.33 | 11/25/2005 | | M | | <u>(2)</u> | 04/11/2010 | Common Stock | 4 |

to Buy

| | | | | | | | | |
|--|-----------|------------|---|-------|------------|------------|-----------------|---|
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 3,921 | 11/25/2005 | 04/11/2010 | Common Stock | 3 |
| Employee Stk Option-Right to Buy | \$ 26.33 | 11/25/2005 | M | 4,459 | (2) | 02/06/2011 | Common Stock | 4 |
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 3,722 | 11/25/2005 | 02/06/2011 | Common Stock | 3 |
| Employee Stk Option-Right to Buy | \$ 26.33 | 11/25/2005 | M | 3,743 | (2) | 04/11/2010 | Common Stock | 3 |
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 3,125 | 11/25/2005 | 04/11/2010 | Common Stock | 3 |
| Employee Stk Option-Right to Buy | \$ 26.33 | 11/25/2005 | M | 2,514 | (2) | 04/11/2010 | Common Stock | 2 |
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 2,099 | 11/25/2005 | 04/11/2010 | Common Stock | 2 |
| Employee Stk Option-Right to Buy | \$ 26.33 | 11/25/2005 | M | 1,898 | (2) | 04/11/2010 | Common Stock | 1 |
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 1,585 | 11/25/2005 | 04/11/2010 | Common Stock | 1 |
| Employee Stk Option-Right to Buy | \$ 26.33 | 11/25/2005 | M | 379 | (2) | 04/11/2010 | Common Stock | |
| Employee Stk Option-Right to Buy | \$ 34.705 | 11/25/2005 | A | 317 | 11/25/2005 | 04/11/2010 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | Sr. VP, Finance & CFO | |

Signatures

Signe S. Gates, pursuant to a Power of
Attorney

11/29/2005

__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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/04.
- (3) 1 for 1
- (4) Adjustment by the Company of 5.016 shares to conform to the requirements of Section 8 of the IRS Code.

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.