BENANAV GARY G

Form 4

January 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * BENANAV GARY G

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

3. Date of Earliest Transaction

BARNES GROUP INC [B]

(Check all applicable)

5. Relationship of Reporting Person(s) to

BARNES GROUP INC., 123 MAIN

(State)

(First)

STREET

(Last)

(City)

(Month/Day/Year)

12/30/2005

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

BRISTOL, CT 06011-0489

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)

D

7. Nature of **Indirect Beneficial** Ownership (Instr. 4)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

8,550 (1)

By

Stock

Common

Common

Stock

1,198.7728 Ι Non-Employee Director

Deferred Stock

Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Number of		6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Expiration Date		Underlying Securities			
Security	or Exercise		any	Code	Securities		(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	or				
	Derivative				Disposed of (D)				
	Security			(Instr. 3, 4, and						
					5)					
					443	(- -)	Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A)	(D)				Shares
Common										
Stock	<u>(2)</u>	12/30/2005		A	454.5455		(3)	(3)	Common	454.5455
	<u>127</u>	12/30/2003		11	757.5 7 55			<u> </u>	Stock	757.5 7 55
Unit										

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X						

Signatures

Signe S. Gates, pursuant to a Power 01/03/2006 of Atty

**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 2,000 Restricted Stock Units granted 2/12/03, 1,550 granted 4/14/04 and 2,000 Restricted Stock Awards granted 2/17/05 that are subject to forfeiture if certain events occur.
- **(2)** 1 for 1
- (3) These units are to be settled in cash upon the reporting person's retirement.

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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