BARNES THOMAS O

Form 5

February 01, 2006

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response...
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1(b).

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BARNES THOMAS O** Symbol BARNES GROUP INC [B] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Officer (give title _ Other (specify 12/31/2005 below) below) BARNES GROUP INC., 123 **MAIN STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

BRISTOL, CTÂ 06011-0489

X Form Filed by One Reporting Person __ Form Filed by More than One Reporting Person

						FCISUII								
(City)	(State)	(Zip) Tak	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) (A) or Amount (D) Price		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) Or (Instr. 3, 4 and 5) (A) Or (Instr. 4) (Instr. 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)
Common Stock	Â	Â	Â	Â	Â	Â	305,677 <u>(1)</u>	I	Trust # CF-2078					
Common Stock	Â	Â	Â	Â	Â	Â	151,678 <u>(2)</u>	D	Â					
Common Stock	Â	Â	Â	Â	Â	Â	1,007.1801 (1)	I	By my Wife					
Common Stock	Â	Â	Â	Â	Â	Â	12,678.0133 (1)	I	As Custodian for Son					

3235-0362

January 31,

2005

1.0

Number:

Expires:

Estimated average

burden hours per

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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 <u>(1)</u>	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 <u>(3)</u>	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 <u>(3)</u>	I	Trust #42-01-100-8550713

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

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(A) (D)

SEC 2270 (9-02)

Shares

D

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	•
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	i
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	
		Derivative				Securities			(Instr. 3	3 and 4)		i
		Security				Acquired						
						(A) or						1
						Disposed						i
						of (D)						1
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration		or		
							Exercisable Date	Date	Title 1			
										of		

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
	ÂΧ	Â	Â	Â				

Reporting Owners 2

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

Signatures

Thomas O. Barnes 01/30/2006

**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.

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