BOYLE FRANCIS C JR

Form 4

February 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 ** BOYLE FRANCIS C JR | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|---|---|--------------------------|------------|-------------------|--|--|--|--------------------------------|--|
| g 2 G 2 G 2 G 2 G 2 G 2 G 2 G 2 G 2 G 2 | | | BARNES GROUP INC [B] | | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) BARNES GROUP INC., 123 MAIN STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2006 | | | | | Director 10% Owner Selow) Other (specify below) Vice President, Controller | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| BRISTOL | | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | ole I - Non- | -Derivativ | uired, Disposed o | osed of, or Beneficially Owned | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | Code (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4) | | |
| Common Stock | 02/06/2006 | | | A(1) | 940 | A | \$ 37.385 | 35,251 <u>(2)</u> | D | | |
| Common Stock | | | | | | | | 185.435 | 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 SEC 1474 information contained in this form are not (9-02)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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of | 9. Nu |
|--|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------------|--------------------|----------|-------------|--------|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration Da | ate | Amou | int of | Derivative | Deriv |
| | Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | | Security | | | | Acquired | | | | | | Follo |
| | | | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | | | |
| | | | | | | | Date | Expiration e Date | or Title Number | | | |
| | | | | | | | Exercisable | | | of | | |
| | | | | C-1- V | (A) (D) | | | | | | | |
| | | | | | Coae v | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOYLE FRANCIS C JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

Vice President, Controller

Signatures

Signe S. Gates, pursuant to a Power of Attorney 02/08/2006

**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 Restricted Stock Units and Dividend Equivalents through conversion into Common Stock.
- (2) Includes 7,000 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and 2,250 Performance Share Awards granted 2/16/05 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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