MILZCIK GREGORY F

Form 4

February 22, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

2005

January 31, Expires:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * MILZCIK GREGORY F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

BARNES GROUP INC [B]

3. Date of Earliest Transaction

(Month/Day/Year)

02/21/2006

X Director 10% Owner _X__ Officer (give title _ Other (specify

below) EVP & COO, BGI; Pres. A.Spring

BARNES GROUP INC., 123 MAIN STREET

(Street)

(First)

(Middle)

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

Person

BRISTOL, CT 06011-0489

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativo	e Secu	rities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(III3u. +)	
Common Stock	02/21/2006		S	300	D	\$ 37.92	0	D	
Common Stock	02/21/2006		S	200	D	\$ 37.95	0	D	
Common Stock	02/21/2006		S	600	D	\$ 37.97	0	D	
Common Stock	02/21/2006		S	586	D	\$ 37.98	0	D	
Common Stock	02/21/2006		S	1,000	D	\$ 37.99	0	D	

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Common Stock	02/21/2006	S	500	D	\$ 38	0	D	
Common Stock	02/21/2006	S	400	D	\$ 38.01	0	D	
Common Stock	02/21/2006	S	500	D	\$ 38.02	0	D	
Common Stock	02/21/2006	S	700	D	\$ 38.03	0	D	
Common Stock	02/21/2006	S	900	D	\$ 38.07	0	D	
Common Stock	02/21/2006	S	600	D	\$ 38.09	0	D	
Common Stock	02/21/2006	S	1,700	D	\$ 38.1	0	D	
Common Stock	02/21/2006	S	200	D	\$ 38.11	126,730 (1)	D	
Common Stock						744.6152	I	By Company's Employee Stock Purchase Plan
Common Stock						3,305.645	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
, , , , ,	Derivative		` '	· · · · ·	Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired		· ·		Follo
	•				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				`
					4, and 5)				
					, ,				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

or Number of Shares

Amount

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

EVP & COO, BGI; Pres. A.Spring

Signatures

Signe S. Gates, pursuant to a Power of Atty 02/22/2006

**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).
 - Includes 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04, 6,750 Restricted Stock Units and 6,750 Performance
- (1) Share Awards granted 2/16/05, and 8,500 Restricted Stock Units and 4,000 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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