

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**

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### ISSUER

#### **BARNES GROUP INC**

CIK: **9984** | IRS No.: **060247840** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3490** Miscellaneous fabricated metal products

#### Mailing Address

123 MAIN ST  
BRISTOL CT 06010

#### Business Address

123 MAIN ST  
BRISTOL CT 06010  
8605837070

### REPORTING OWNER

#### **GOODRICH PHILIP A**

CIK: **1196439**  
Type: **4** | Act: **34** | File No.: **001-04801** | Film No.: **06817951**

#### Business Address

BARNES GROUP INC  
123 MAIN ST.  
BRISTOL CT 06011-0489

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 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

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. Name and Address of Reporting Person <b>GOODRICH PHILIP A</b>			2. Issuer Name and Ticker or Trading Symbol <b>BARNES GROUP INC [B]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP, Corporate Development</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/05/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
BARNES GROUP INC., 123 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BRISTOL, CT 06011-0489								
(City)	(State)	(Zip)						

**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	05/05/2006		S		1,700	D	\$45.6	0	D	
Common Stock	05/05/2006		S		300	D	\$45.62	0	D	
Common Stock	05/05/2006		S		1,500	D	\$45.74	0	D	
Common Stock	05/05/2006		S		500	D	\$46.1	0	D	
Common Stock	05/05/2006		S		1,300	D	\$46.11	0	D	
Common Stock	05/05/2006		S		200	D	\$46.12	0	D	
Common Stock	05/05/2006		S		2,000	D	\$46.2	0	D	
Common Stock	05/05/2006		S		600	D	\$47.22	0	D	
Common Stock	05/05/2006		S		4,400	D	\$47.24	0	D	
Common Stock	05/05/2006		S		4,200	D	\$47.25	0	D	
Common Stock	05/05/2006		S		800	D	\$47.27	0	D	
Common Stock	05/05/2006		S		175	D	\$47.31	80,594 <sup>(1)</sup>	D	
Common Stock								237.177	I	Company's 401(k) Plan
Common Stock								0.7633	I	By Company's Employee Stock Purchase Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Includes 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/16/05 and 5,000 Restricted Stock Units and 2,400 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

**Signatures**

Signe S. Gates, pursuant to a Power of Atty

\*\* Signature of Reporting Person

05/08/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**