

BARNES GROUP INC

Reported by
DEFORTE JOSEPH D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/25/06 for the Period Ending 10/23/06

| | |
|-------------|--|
| Address | 123 MAIN ST BRISTOL, CT 06010 |
| Telephone | 8605837070 |
| CIK | 0000009984 |
| Symbol | B |
| SIC Code | 3490 - Miscellaneous Fabricated Metal Products |
| Industry | Misc. Fabricated Products |
| Sector | Basic Materials |
| Fiscal Year | 12/31 |

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(f) of the
Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| DEFORTE JOSEPH D | BARNES GROUP INC [B] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| BARNES GROUP INC., 123 MAIN STREET | 10/23/2006 | Vice President, Tax |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| BRISTOL, CT 06011-0489 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 10/23/2006 | | M | | 1034 | A | \$12.525 | 0 | D | |
| Common Stock | 10/23/2006 | | M | | 3738 | A | \$12.365 | 0 | D | |
| Common Stock | 10/23/2006 | | M | | 6378 | A | \$13.18 | 0 | D | |
| Common Stock | 10/23/2006 | | M | | 5652 | A | \$13.165 | 0 | D | |
| Common Stock | 10/23/2006 | | S | | 16802 | D | \$20.2027 | 0 | D | |
| Common Stock | 10/24/2006 | | M | | 2486 | A | \$13.165 | 0 | D | |
| Common Stock | 10/24/2006 | | M | | 5684 | A | \$13.115 | 0 | D | |
| Common Stock | 10/24/2006 | | M | | 3520 | A | \$13.115 | 0 | D | |
| Common Stock | 10/24/2006 | | M | | 2002 | A | \$12.615 | 0 | D | |
| Common Stock | 10/24/2006 | | M | | 11508 | A | \$12.8075 | 0 | D | |
| Common Stock | 10/24/2006 | | S | | 25200 | D | \$20.2133 | 102545.7358 (1) | D | |
| Common Stock | | | | | | | | 419.3236 | I | By Company's Employee Stock Purchase Plan |
| Common Stock | | | | | | | | 253.526 | I | By Company's 401(k) Plan |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 | Title | Amount or Number of Shares | | | | |
| Employee Stk Option-Right to Buy | \$12.525 | 10/23/2006 | | M | | | 1034 | (2) | 10/15/2009 | Common Stock | 1034 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$12.365 | 10/23/2006 | | M | | | 3738 | (4) | 10/15/2009 | Common Stock | 3738 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$13.18 | 10/23/2006 | | M | | | 6378 | (5) | 10/15/2009 | Common Stock | 6378 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$13.165 | 10/23/2006 | | M | | | 5652 | (6) | 10/15/2009 | Common Stock | 5652 | (3) | 2486 | D | |
| Employee Stk Option-Right to Buy | \$13.165 | 10/24/2006 | | M | | | 2486 | (6) | 10/15/2009 | Common Stock | 2486 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$13.115 | 10/24/2006 | | M | | | 5684 | (7) | 10/15/2009 | Common Stock | 5684 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$13.115 | 10/24/2006 | | M | | | 3520 | (7) | 2/10/2010 | Common Stock | 3520 | (3) | 0 | D | |
| Employee Stk Option-Right to Buy | \$12.615 | 10/24/2006 | | M | | | 2002 | (8) | 2/16/2015 | Common Stock | 2002 | (3) | 3998 | D | |
| Employee Stk Option-Right to Buy | \$12.8075 | 10/24/2006 | | M | | | 11508 | (9) | 2/10/2010 | Common Stock | 11508 | (3) | 0 | D | |

Explanation of Responses:

- (1) Includes a balance of 7,000 Restricted Stock Units granted 2/12/03, 8,000 granted 4/14/04 and 4,500 Restricted Stock Units and a balance of 3,000 Performance Share Awards granted 2/16/05 and 3,400 Restricted Stock Units and 2,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.
- (2) The option vests 100% immediately on 5/7/2002.
- (3) 1 for 1.
- (4) The option vests 100% immediately on 8/19/2003.
- (5) The option vests 100% immediately on 5/25/2004.
- (6) The option vests 100% immediately on 8/19/2004.
- (7) The option vests 100% immediately on 11/26/2004.
- (8) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/16/ 05.
- (9) The options vest 100% immediately on 2/24/2005.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEFORTE JOSEPH D BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | Vice President, Tax | |

Signatures

Nancy M. Clark, pursuant to a Power of Attorney

10/25/2006

** Signature of Reporting Person

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.

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