

BARNES GROUP INC

Reported by GOODRICH PHILIP A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/01/06 for the Period Ending 04/27/06

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



BARNES GROUP INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/1/2006 For Period Ending 4/27/2006

Address 123 MAIN ST

BRISTOL, Connecticut 06010

Telephone 860-583-7070 CIK 0000009984

Industry Misc. Fabricated Products

Sector Basic Materials

Fiscal Year 12/31



[] 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

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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

Date																			
Director	1. Name and Address of Reporting Person *					2. I	2. Issuer Name and Ticker or Trading Symbol												
Director	GOODRICH	PHILI	PΑ			BA	BARNES GROUP INC [B]												
A				(Middle)		3. I	Date	of Ear	liest T	rar	saction	1 (M	M/DD/	YYYY)	Directe	or	_	10% O	wner
Street S	(Zust)	(1150)	`	(madie)												er (give title	e below)	Oth	er (specify
STREET	RADNES CD	OLID IN	JC ·	123 MA	IN				4/2	27	/2006				/	annanata	Dovolon	mont	
A		.OUI II	10.,	123 WIA	1114				-,-		,_000				Sr. vr, C	orporate	Developi	шепі	
A	SIKEEI	(Street)				И Т	fΔ	mendm	ent De	ate	Origin	a1 1	Filed		6 Individu	ıal or Ioi	nt/Group]	Filing (Ch	ack
Table 1 - Non-Derivative Security (Instr. 3) A A A A A A A A A		` ′							ciit, Di	ııc	Oligin	ai i	iica				iii/Group i	i iiiig (eii	CCK
Table 1 - Non-Derivative Security (Instr. 3) A A A A A A A A A	BRISTOL, C'	T 06011	-048	9															
Table I - Non-Derivative Securities Acquired Disposed of Or Beneficially Owned Common Stock 27, 7 and Disposed of Or Disposed Or	ŕ																		n
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1. Title of Security (Instr. 3) 2. Trans. 2. Date			Tab	ole I - No	n-De	riva	tive	Securi	ities A	ca	uired, I	Dis	posed	of, or E	Beneficially	y Owned			
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Date Figure Date				Da						, , , ,					ransaction(s				
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Common Stock							aı	ny											(Instr. 4)
Common Stock									Code	V	Amount		Price	:				` / `	
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Common Stock	Common Stock				4/2	27/200)6		s		200	D	\$45.72	:	()		D	
Common Stock	Common Stock				4/2	27/200)6		s		300	D	\$45.70)	()		D	
Common Stock Co	Common Stock				4/2	28/200)6		S		500	D	\$45.25	3	()		D	
Common Stock Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Security (Instr. 3) Conversion or Exercise Price of Derivative Security Company (and the plan of Derivative Securities) As Price of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) As Price of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) As Price of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) As Price of Derivative Securities Underlying Derivative Securities Beneficially Owned (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3) Company's Employee Stock Reprice of Derivative Securities (Instr. 3) A Conversion Or Exercise Price of Derivative Securities Code (Instr. 3) Date Expiration Date Security (Instr. 3 and 4) Date Expiration Title Amount or Number of Code (Instr. 4) Date Expiration Title Amount or Number of Code (Instr. 4) Date Expiration Title Amount or Number of Code (Instr. 4) Date Expiration Title Amount or Number of Code (Instr. 4)	Common Stock				4/2	28/200)6		s		1000	D	\$45.27	,	()		D	
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					Code	ΠÍ	Date					1116		Number of	Transaction	Transaction	(I) (Instr. 4)		

(1) 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.

Reporting Owners

Paparting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
GOODRICH PHILIP A									
BARNES GROUP INC.			Sr. VP, Corporate Development	t					
123 MAIN STREET									
BRISTOL, CT 06011-0489									

Signatures

Nancy M. Clark, pursuant to a Power of Atty	5/1/2006		
** 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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