## Edgar Filing: BRISTOW WILLIAM S JR - Form 4

BRISTOW WILLIAM S JR Form 4							
February 21, 2006							
FORM 4 UNITED				OMB APPROVAL			
UNITE		URITIES AND EXCHANGE Vashington, D.C. 20549	COMMISSION	OMB 3235-0287 Number:			
Subject to Section 16. Form 4 or Form 5 Filed pu	WNERSHIP OF nge Act of 1934, of 1935 or Sectior	Expires: January 31, 2005 Estimated average burden hours per response 0.5					
See Instruction 1(b).	30(h) of the	Investment Company Act of I	1940				
(Print or Type Responses)							
1. Name and Address of Reportin BRISTOW WILLIAM S JF	R Symbo	uer Name <b>and</b> Ticker or Trading d NES GROUP INC ["B"]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)		e of Earliest Transaction	(Check all applicable)				
BARNES GROUP INC., P. 489, 123 MAIN STREET	//Day/Year) /2006	X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) BRISTOL, CT 06011-0489	Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City) (State)	(Zip) T	II. I. N. D. C. C. C. C.					
1.Title of Security2. Transaction Date (Month/Day/Year) (Instr. 3)	2A. Deemed	able I - Non-Derivative Securities A         3.       4. Securities Acquired         Transaction(A) or Disposed of (D)         Code       (Instr. 3, 4 and 5)         (Instr. 8)         (A)         or         Code       V Amount         (D)         Price	5. Amount of 6. Securities Ow Beneficially For Owned Dir Following or I Reported (I)	7. Nature of Indirect nership Beneficial Ownership			
Common 02/17/2006 Stock		A <u>(1)</u> 1,000 A \$ 38.45	213,632 <u>(2)</u> D				
Common Stock			15,209 I	Trust #42-01-100-8517735			
Common Stock			15,209 I	Trust #42-01-100-8517734			
Common Stock			15,209 I	Trust #42-01-100-8517733			

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

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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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Mumber	6. Date Exerce Expiration Date		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Under Securi (Instr.		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
BRISTOW WILLIAM S JR BARNES GROUP INC. P.O. BOX 489, 123 MAIN STREET BRISTOL, CT 06011-0489	Х					
Signatures						
Signe S. Gates, Pursuant to a Power of Atty		02/21/200	6			
**Signature of Reporting Person		Date				
Explanation of Poona	nooo					

## **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 through conversion into Common Stock.
- (2) Includes 2,000 Restricted Stock Units granted 2/13/2003, 1,550 granted 4/14/2004, a balance of 1,000 granted 2/17/05 and 1,610 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.