#### **BARNES GROUP INC**

Form 4 October 20, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

10/18/2006

Stock

1. Name and Address of Reporting Person * MORGAN WILLIAM J			Sym	2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(Last)	(First) (M	fiddle) 3. Da	3. Date of Earliest Transaction				(Check an applicable)			
			(Moi	nth/Day/Year)				_X_ Director		6 Owner	
BARNES GROUP INC., 123 MAIN STREET			MAIN 10/1	10/18/2006				Officer (giv below)	r (specify		
(Street)			4. If	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
F				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
BRISTOL, CT 06011-0489								Form filed by More than One Reporting Person			
	(City)	(State) (	Zip)	Table I - Non-I	Derivativ	e Secur	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Sec	urities		5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution Dat	*	_			Securities	Form: Direct	Indirect	
	(Instr. 3) any (Month/Do		any (Month/Day/Y	Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			1	Beneficially (D) or Benefici Owned Indirect (I) Ownersl			
			(Monui/Day/1	(msu. 8)	(IIISU	3, <del>4</del> and	13)	Following	(Instr. 4)	Ownership (Instr. 4)	
				Code V	<sup>7</sup> Amoi	(A) or nt (D)		Reported Transaction(s) (Instr. 3 and 4)	(======================================	(	
	Common	10/19/2006		A (1)	7 11110	` (		4.720	D		

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

 $A^{(1)}$ 

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

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

2,730

\$0

4,730

#### Edgar Filing: BARNES GROUP INC - Form 4

2.			4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(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)						
								Amount		
					Date	Expiration	Title			
					Exercisable Date	Date	ρ			
			Codo I	7 (A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transact or Exercise any Code Price of (Month/Day/Year) (Instr. 8)  Derivative Security	Conversion or Exercise any Code of Price of Derivative Security  Month/Day/Year)  Execution Date, if any Code of (Instr. 8) Derivative Security  Month/Day/Year)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Pear) Code of (Month/Day/Pear) Derivative Security Security Security Security Security Security Security Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amore or Exercise any Code of (Month/Day/Year) Under Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 8) Code of (Month/Day/Year) Under Security Securities (Instr. 8) Date Expiration Title Exercisable Date Title	Conversion or Exercise or Exercise Price of ODER or Exercise Price of ODER or Exercise ODER	Conversion or Exercise Price of Derivative Security  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Instr. 3 and 4)  Resolution Date (Instr. 5)  Resolution Date (Instr. 6)  Resolution Date (Instr

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MORGAN WILLIAM J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X						

## **Signatures**

Nancy M. Clark, pursuant to a Power of 10/20/2006 Attorney \*\*Signature of Reporting Person

### **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).
- Reporting Person has received 2,730 Restricted Stock Units 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.

Date

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