

Edgar Filing: BARNES GROUP INC - Form SC 13G/A

BARNES GROUP INC  
Form SC 13G/A  
February 14, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, State D.C. Postal Code 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), 13d-1(d) AND AMENDMENTS  
THERE TO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 10)\*

BARNES GROUP INC.

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(Name of Issuer)

COMMON STOCK

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(Title of Class of Securities)

067806109

(CUSIP Number)

December 31, 2006

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which  
this Schedule is filed:

- Rule 13d - 1(b)  
 Rule 13d - 1(c)  
 Rule 13d - 1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following page(s))



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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,026,412\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
15.38%

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):  
NB Holdings Corporation  
56-1857749

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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placeStateDelaware

-----  
 -----  
 0  
 5 SOLE VOTING POWER  
 NUMBER OF  
 SHARES 6  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING 7  
 PERSON WITH  
 8  
 -----

-----  
 3,146,376\*  
 SHARED VOTING POWER  
 -----

-----  
 0  
 SOLE DISPOSITIVE POWER  
 -----

-----  
 8,026,412\*  
 SHARED DISPOSITIVE  
 POWER  
 -----

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 8,026,412\*  
 -----

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*  
 [ ]  
 -----

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (9)  
 15.22%  
 -----

-----  
 12 TYPE OF REPORTING PERSON\*  
 HC  
 -----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

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1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 (ENTITIES ONLY):

Bank of placecountry-regionAmerica, National  
 Association 94-1687665

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
 GROUP\*

(a)  (b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

placecountry-regionUnited States

-----

5 SOLE VOTING POWER 996,987

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

7

8

-----

SHARED VOTING POWER 2,065,661\*

-----

SOLE DISPOSITIVE POWER 766,775

-----

SHARED DISPOSITIVE POWER 7,160,677\*

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,927,452\*

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.20%

12 TYPE OF REPORTING PERSON\*

BK

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Columbia Management Group, LLC 94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

placeStateDelaware

0

5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 7 8

2,047,229

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SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE 2,047,229  
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 2,047,229

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.92%

12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):

placeCityColumbia Management Advisors, LLC  
94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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placeStateDelaware

-----  
-----  
2,047,229  
5 SOLE VOTING POWER  
NUMBER OF  
SHARES 6  
BENEFICIALLY  
OWNED BY EACH  
REPORTING 7  
PERSON WITH  
8

-----  
-----  
0  
SHARED VOTING POWER

-----  
-----  
2,047,229  
SOLE DISPOSITIVE POWER

-----  
-----  
0  
SHARED DISPOSITIVE  
POWER

-----  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
2,047,229

-----  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*  
[ ]

-----  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.92%

-----  
-----  
12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):  
  
Banc of America Securities Holdings Corporation  
56-2103478

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

placeStateDelaware

5 SOLE VOTING POWER 0  
NUMBER OF  
SHARES 6  
BENEFICIALLY  
OWNED BY EACH  
REPORTING 7  
PERSON WITH 8

83,728

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE 83,728  
POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

83,728

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(9)

0.16%

12 TYPE OF REPORTING PERSON\*

HC

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):

Banc of placecountry-regionAmerica Securities LLC  
56-2058405

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]

(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

placeStateDelaware

-----  
5 SOLE VOTING POWER 83,728  
NUMBER OF  
SHARES 6  
BENEFICIALLY  
OWNED BY EACH  
REPORTING 7  
PERSON WITH 8

-----  
SHARED VOTING POWER 0

-----  
SOLE DISPOSITIVE POWER 83,728

-----  
SHARED DISPOSITIVE 0  
POWER

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

83,728  
-----

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(9)

0.16%

12 TYPE OF REPORTING PERSON\*

BD

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):

Banc of America Investment Advisors, Inc.  
56-2058405

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

StateplaceDelaware

5 SOLE VOTING POWER  
0  
6  
7  
8  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

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		15,232*
	SHARED VOTING POWER	
		0
	SOLE DISPOSITIVE POWER	
	SHARED DISPOSITIVE POWER	15,232*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	15,232*
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.03%
12	TYPE OF REPORTING PERSON*	IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*Note: Includes shares held in separately managed account ("SMA") programs over which unaffiliated managers exercise investment discretion and voting power and over which, in certain instances, the reporting entity has concluded that it also could be deemed to have shared investment discretion and voting power for the purposes of this report. May also include shares held in SMA programs over which unaffiliated managers exercise investment discretion and voting power, and over which the reporting entity does not exercise shared investment discretion and voting power.

Item 1(a). Name of Issuer:

Barnes Group Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

addressStreet123 Main Street, CityBristol, StateCT

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PostalCode06010 - 0489

Item 2(a). Name of Person Filing:

Bank of America Corporation  
NB Holdings Corporation  
Bank of placecountry-regionAmerica, National Association  
Banc of America Securities Holdings Corporation  
Banc of placecountry-regionAmerica Securities LLC  
Columbia Management Group, LLC  
CityplaceColumbia Management Advisors, LLC  
Banc of America Investment Advisors, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at addressStreet100 North Tryon Street, Floor 25, Bank of America Corporate Center, CityplaceCharlotte, StateNC PostalCode28255.

Item 2(c). Citizenship:

Bank of America Corporation  
placeStateDelaware  
NB Holdings Corporation placeStateDelaware  
Bank of country-regionAmerica, National Association  
placecountry-regionUnited States  
Bank of America Securities Holdings Corporation  
placeStateDelaware  
Banc of country-regionAmerica Securities LLC  
placeStateDelaware  
Columbia Management Group, LLC placeStateDelaware  
CityColumbia Management Advisors, LLC  
placeStateDelaware  
Banc of America Investment Advisors, Inc.  
placeStateDelaware

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 067806109

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the

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definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company:

With respect to Subsidiary Identification and Classification, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,

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I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2006

Bank of America Corporation  
NB Holdings Corporation  
Bank of placecountry-regionAmerica, National Association

By: /s/ Charles F. Bowman  
Charles F. Bowman  
Senior Vice President

Columbia Management Group, Inc.  
Columbia Management Advisors, Inc.

By: /s/ Keith Banks  
Keith Banks  
President

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub  
Robert Qutub  
President

Banc of placecountry-regionAmerica Securities LLC

By: /s/ Richard E. Konefal  
Richard E. Konefal  
Senior Vice President

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara  
David S. McNamara  
Senior Vice President

Exhibit 99.1

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is

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inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of Barnes Group Inc. beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 7, 2007

Bank of America Corporation  
NB Holdings Corporation  
Bank of placecountry-regionAmerica, National Association

By: /s/ Charles F. Bowman  
Charles F. Bowman  
Senior Vice President

Columbia Management Group, Inc.  
Columbia Management Advisors, Inc.

By: /s/ Keith Banks  
Keith Banks  
President

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub  
Robert Qutub  
President

Banc of placecountry-regionAmerica Securities LLC

By: /s/ Richard E. Konefal  
Richard E. Konefal  
Senior Vice President

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara  
David S. McNamara  
Senior Vice President