

O BRIEN LAWRENCE W
Form 4
November 21, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
O BRIEN LAWRENCE W

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President, Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	11/17/2005		M		806	A	\$ 26.005
Common Stock	11/17/2005		F		668	D	\$ 34.795
Common Stock	11/17/2005		M		278	A	\$ 26.005
Common Stock	11/17/2005		F		231	D	\$ 34.795
Common Stock	11/17/2005		M		510	A	\$ 26.005

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Common Stock	11/17/2005	F	423	D	\$ 34.795	0	D	
Common Stock	11/17/2005	M	684	A	\$ 26.005	0	D	
Common Stock	11/17/2005	F	567	D	\$ 34.795	0	D	
Common Stock	11/17/2005	M	441	A	\$ 26.28	0	D	
Common Stock	11/17/2005	F	368	D	\$ 34.795	0	D	
Common Stock	11/17/2005	M	223	A	\$ 26.28	0	D	
Common Stock	11/17/2005	F	187	D	\$ 34.795	35,475 ⁽¹⁾	D	
Common Stock						4,257.4379	I	By Employee Stk Purchase Plan
Common Stock						5,252.105	I	By 401(k) Plan

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stk Option-Right	\$ 26.005	11/17/2005		M	806	⁽²⁾ 02/13/2013	Common Stock	806

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to Buy

Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	668	11/17/2005	02/13/2013	Common Stock	668
Employee Stk Option-Right to Buy	\$ 26.005	11/17/2005	M	278	(2)	08/07/2011	Common Stock	278
Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	231	11/17/2005	08/07/2011	Common Stock	231
Employee Stk Option-Right to Buy	\$ 26.005	11/17/2005	M	510	(2)	08/07/2011	Common Stock	510
Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	423	11/17/2005	08/07/2011	Common Stock	423
Employee Stk Option-Right to Buy	\$ 26.005	11/17/2005	M	684	(2)	10/10/2011	Common Stock	684
Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	567	11/17/2005	10/10/2011	Common Stock	567
Employee Stk Option-Right to Buy	\$ 26.28	11/17/2005	M	441	(3)	08/07/2011	Common Stock	441
Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	368	11/17/2005	08/07/2011	Common Stock	368
Employee Stk Option-Right to Buy	\$ 26.28	11/17/2005	M	223	(3)	08/07/2011	Common Stock	223
Employee Stk Option-Right to Buy	\$ 34.795	11/17/2005	A	187	11/17/2005	08/07/2011	Common Stock	187

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Signe S. Gates, Pursuant to a Power of
Attorney

11/21/2005

__Signature of Reporting Person

Date

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) Includes 7,000 Restricted Stock Units granted 2/12/2003, 4,000 granted 4/14/2004, and 2,250 Restricted Stock Units and 2,250 Performance Share Units granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 5/17/2004.
- (3) The options vest 100% immediately on 2/25/2005.
- (4) 1 for 1.

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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