

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**

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) (Middle)  
**BARNES GROUP INC., 123 MAIN STREET**

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President, Treasurer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**BRISTOL, CT 06011-0489**

(City) (State) (Zip)

**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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/17/2005		M		806	A	\$ 26.005	0	D	
Common Stock	11/17/2005		F		668	D	\$ 34.795	0	D	
Common Stock	11/17/2005		M		278	A	\$ 26.005	0	D	
Common Stock	11/17/2005		F		231	D	\$ 34.795	0	D	
Common Stock	11/17/2005		M		510	A	\$ 26.005	0	D	

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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 <sup>(1)</sup>	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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right	\$ 26.005	11/17/2005		M		806		<sup>(2)</sup>	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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