MILZCIK GREGORY F

Form 4

November 14, 2005

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

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

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILZCIK GREGORY F			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
BARNES GR STREET	ROUP INC.	, 123 MAIN	11/10/2005	X Officer (give title Other (specify below) VP, BGI; Pres., Assoc. Spring		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
BRISTOL, CT 06011-0489				Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	ities Acqu	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)				Securities Ownership Beneficially Form: Owned Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(D)	Price	(IIIsu. 3 aliu 4)		
Common Stock	11/10/2005		M	12,036	A	\$ 27.46	0	D	
Common Stock	11/10/2005		F	10,278	D	\$ 34.9	0	D	
Common Stock	11/10/2005		M	6,130	A	\$ 27.46	0	D	
Common Stock	11/10/2005		F	5,235	D	\$ 34.9	0	D	
Common Stock	11/10/2005		M	2,677	A	\$ 27.46	0	D	

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Common Stock	11/10/2005	F	2,287	D	\$ 34.9	0	D	
Common Stock	11/10/2005	M	1,899	A	\$ 27.46	0	D	
Common Stock	11/10/2005	F	1,623	D	\$ 34.9	0	D	
Common Stock	11/10/2005	M	1,752	A	\$ 28.275	0	D	
Common Stock	11/10/2005	F	1,525	D	\$ 34.9	116,427 (1)	D	
Common Stock						515.553	I	By Employee Stk Purchase Plan
Common Stock						3,253.439	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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SEC 1474 (9-02)

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 (A) or Dis (D) (Instr. 3, 4)	Acquired sposed of	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 27.46	11/10/2005		M		12,036	(2)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.9	11/10/2005		A	10,278		11/10/2005	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 27.46	11/10/2005		M		6,130	(2)	02/05/2012	Common Stock

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Employee Stk Option-Right to Buy	\$ 34.9	11/10/2005	A	5,235		11/10/2005	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 27.46	11/10/2005	M		2,677	(2)	07/15/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 34.9	11/10/2005	A	2,287		11/10/2005	07/15/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 27.46	11/10/2005	M		1,899	(2)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 34.9	11/10/2005	A	1,623		11/10/2005	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 28.275	11/10/2005	M		1,752	(3)	02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 34.9	11/10/2005	A	1,525		11/10/2005	02/06/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP, BGI; Pres., Assoc. Spring

Signatures

Signe S. Gates, pursuant to a Power of Atty

**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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04 and 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/5/2004.
- (3) The options vest 100% immediately on 4/27/2004.
- **(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.

Reporting Owners 3

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