

DREWETT A KEITH
Form 4
November 28, 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 *
DREWETT A KEITH

(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)
11/23/2005

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)

VP, BGI; Pres., B Distribution

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	11/23/2005		M		131	A	\$ 25.75
Common Stock	11/23/2005		F		107	D	\$ 35.57
Common Stock	11/23/2005		M		5,137	A	\$ 26.37
Common Stock	11/23/2005		F		4,227	D	\$ 35.57
Common Stock	11/23/2005		M		962	A	\$ 26.37

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Common Stock	11/23/2005	F	793	D	\$ 35.57	0	D	
Common Stock	11/23/2005	M	6,194	A	\$ 26.5	0	D	
Common Stock	11/23/2005	F	5,112	D	\$ 35.57	89,881 ⁽¹⁾	D	
Common Stock						1,7886	I	By Company's Employee Stk Purchase Pln
Common Stock						1,426.908	I	By Company's 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 25.75	11/23/2005		M		⁽²⁾	05/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005		A		11/23/2005	05/11/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 26.37	11/23/2005		M		⁽³⁾	05/11/2010	Common Stock	5
Employee Stk Option-Right	\$ 35.57	11/23/2005		A		11/23/2005	05/11/2010	Common Stock	4

to Buy

Employee Stk Option-Right to Buy	\$ 26.37	11/23/2005	M	962	(3)	05/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	A	793		05/11/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.5	11/23/2005	M	6,194	(4)	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	A	5,112		02/05/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREWETT A KEITH BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP, BGI; Pres., B Distribution	

Signatures

Signe S. Gates, pursuant to a Power of Attorney 11/28/2005

**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 22,000 Restricted Stock Units granted 2/12/2003, 12,000 granted 4/14/2004, and 6,750 Restricted Stock Units and 6,750 Performance Share Units granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/27/2003.
- (3) The options vest 100% immediately on 8/27/2004.
- (4) The options vest 100% immediately on 2/28/2005.
- (5) 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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