

BARNES GROUP INC
Form 5
January 22, 2007

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARNES THOMAS O

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2006	Â	G	(A) Amount 2,720 (1) or (D) Price \$ 0	605,914 (2)	I	Trust #CF-2078
Common Stock	03/02/2006	Â	G	340 (1) A \$ 0	306,502 (3)	D	Â
Common Stock	05/03/2006	Â	G	340 D \$ 0	305,822 (3)	D	Â
Common Stock	Â	Â	Â	Â Â Â 5,785.3769		I	By Company's Employee Stock

Common Stock	â	â	â	â	â	â	21,381.202	I	Purchase Plan By Company's 401(k) Plan
Common Stock	â	â	â	â	â	â	2,065.0788 <u>(2)</u>	I	By my Wife
Common Stock	â	â	â	â	â	â	39,356 <u>(2)</u>	I	Trust #42-01-100-8546568
Common Stock	â	â	â	â	â	â	418,768 <u>(2)</u>	I	Trust #42-01-100-8546559
Common Stock	â	â	â	â	â	â	76,470 <u>(2)</u>	I	Trust #42-01-100-8550714
Common Stock	â	â	â	â	â	â	161,652 <u>(2)</u>	I	Trust #42-01-100-8550720
Common Stock	â	â	â	â	â	â	487,540 <u>(2)</u>	I	Trust #42-01-100-8550719
Common Stock	â	â	â	â	â	â	414,756 <u>(2)</u>	I	Trust #42-01-100-8546558
Common Stock	â	â	â	â	â	â	84,432 <u>(2)</u>	I	Trust #42-01-100-8550713

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BARNES THOMAS O
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

 X

Signatures

Thomas O. 01/23/2007
Barnes

 **Signature of Date
 Reporting Person

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) Gift from H.F. Barnes Trust No. CF2078 of 340 shares to each of 8 recipients, including Reporting Person, for total of 2,720 shares.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife and the Trusts except to the extent of his pecuniary interest.
- (3) Includes 4,000 Restricted Stock Units granted 2/13/2003, 3,100 granted 4/14/2004, a balance of 2,000 granted 2/17/05 and 3,220 granted 2/15/06 that are subject to forfeiture if certain events occur.

Remarks:
Effective June 1, 2006, the Reporting Person was removed as custodian on the share accounts held

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.