

MILZCIK GREGORY F  
 Form 4  
 February 22, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 MILZCIK GREGORY F

(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)  
 02/21/2006

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)  
 EVP & COO, BGI; Pres. A.Spring

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                    | 02/21/2006                           |  | S                              |   | 300   | D  | \$ 37.92  |
| Common Stock                    | 02/21/2006                           |  | S                              |   | 200   | D  | \$ 37.95  |
| Common Stock                    | 02/21/2006                           |  | S                              |   | 600   | D  | \$ 37.97  |
| Common Stock                    | 02/21/2006                           |  | S                              |   | 586   | D  | \$ 37.98  |
| Common Stock                    | 02/21/2006                           |  | S                              |   | 1,000   | D  | \$ 37.99  |

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|              |            |   |       |   |          |                        |   |
|--------------|------------|---|-------|---|----------|------------------------|---|
| Common Stock | 02/21/2006 | S | 500   | D | \$ 38    | 0                      | D |
| Common Stock | 02/21/2006 | S | 400   | D | \$ 38.01 | 0                      | D |
| Common Stock | 02/21/2006 | S | 500   | D | \$ 38.02 | 0                      | D |
| Common Stock | 02/21/2006 | S | 700   | D | \$ 38.03 | 0                      | D |
| Common Stock | 02/21/2006 | S | 900   | D | \$ 38.07 | 0                      | D |
| Common Stock | 02/21/2006 | S | 600   | D | \$ 38.09 | 0                      | D |
| Common Stock | 02/21/2006 | S | 1,700 | D | \$ 38.1  | 0                      | D |
| Common Stock | 02/21/2006 | S | 200   | D | \$ 38.11 | 126,730 <sup>(1)</sup> | D |

|              |  |  |  |  |  |           |   |   |
|--------------|--|--|--|--|--|-----------|---|---|
| Common Stock |  |  |  |  |  | 744.6152  | I | By Company's Employee Stock Purchase Plan |
| Common Stock |  |  |  |  |  | 3,305.645 | 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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SEC 1474  
(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   |  | Title   |  |  |

Date            Expiration  
Exercisable    Date  
  
Amount  
or  
Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MILZCIK GREGORY F<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 | X             |           | EVP & COO, BGI; Pres. A.Spring |       |

## Signatures

Signe S. Gates, pursuant to a Power of Atty 02/22/2006

\_\_\_\_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).  
 Includes 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04, 6,750 Restricted Stock Units and 6,750 Performance Share Awards granted 2/16/05, and 8,500 Restricted Stock Units and 4,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

Note: File three copies of this Form, one of which must be manually signed. If space 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.