Edgar Filing: BOYLE FRANCIS C JR - Form 4

	ANCIS C JR										
Form 4 November 2	28, 2005										
FORM	ЛЛ	ot a teo	SECU				NCE	COMMISSION	т	APPROVAL	
	UNITED	SIAIES		shington			ANGE (201111155101	Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									Expires:	January 31, 2005	
subject t Section Form 4 c	F CHAP	SECUE		(ICI	AL OW	NEKSHIP OF	Estimated burden ho response	d average ours per			
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17((a) of the	Public U		ding Co	mpar	iy Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type	Responses)										
	Address of Reporting RANCIS C JR	Person *	Symbol	er Name and ES GROU			ing	5. Relationship o Issuer			
(Last) (First) (Middle) 3. Date				te of Earliest Transaction				(Check all applicable)			
BARNES C STREET	GROUP INC., 123	3 MAIN	(Month/I 11/23/2	Day/Year) 2005				Director X Officer (giv below) Vice P		0% Owner ther (specify rroller	
	(Street)			endment, Da onth/Day/Yea	-	al		6. Individual or J Applicable Line) _X_ Form filed by	One Reporting	Person	
BRISTOL,	CT 06011-0489							Form filed by Person	More than One	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	e Secu	rities Aco	quired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	11/23/2005			М	1,363	А	\$ 26.09	0	D		
Common Stock	11/23/2005			F	1,115	D	\$ 35.57	0	D		
Common Stock	11/23/2005			М	5,613	А	\$ 26.09	0	D		
Common Stock	11/23/2005			F	4,589	D	\$ 35.57	0	D		

Μ

1,350 A ^{\$} 26.09 0

11/23/2005

Stock

Common

D

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Common Stock	11/23/2005	F	1,105	D	\$ 35.57	0	D	
Common Stock	11/23/2005	М	1,627	А	\$ 26.6	0	D	
Common Stock	11/23/2005	F	1,347	D	\$ 35.57	0	D	
Common Stock	11/23/2005	М	9,004	А	\$ 26.6	0	D	
Common Stock	11/23/2005	F	7,449	D	\$ 35.57	0	D	
Common Stock	11/23/2005	М	1,520	А	\$ 26.6	0	D	
Common Stock	11/23/2005	F	1,258	D	\$ 35.57	36,811 <u>(1)</u>	D	
Common Stock						713.673	Ι	By Company's 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Employee Stk Option-Right to Buy	\$ 26.09	11/23/2005		М		1,363	(2)	02/13/2013	Common Stock	1
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005		А	1,115		11/23/2005	02/13/2013	Common Stock	1
Employee Stk Option-Right	\$ 26.09	11/23/2005		М		5,613	(2)	02/19/2009	Common Stock	5

to Buy								
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	А	4,589		11/23/2005	02/19/2009	Common Stock 4
Employee Stk Option-Right to Buy	\$ 26.09	11/23/2005	М		1,350	(2)	02/21/2007	Common Stock 1
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	А	1,105		11/23/2005	02/21/2007	Common Stock 1
Employee Stk Option-Right to Buy	\$ 26.6	11/23/2005	М		1,627	(3)	10/15/2009	Common Stock 1
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	А	1,347		11/23/2005	10/15/2009	Common Stock 1
Employye Stk Option-Right to Buy	\$ 26.6	11/23/2005	М		9,004	<u>(3)</u>	02/06/2011	Common 9 Stock
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	А	7,449		11/23/2005	02/06/2011	Common 7 Stock 7
Employee Stk Option-Right to Buy	\$ 26.6	11/23/2005	М		1,520	(3)	02/10/2010	Common 1 Stock 1
Employee Stk Option-Right to Buy	\$ 35.57	11/23/2005	А	1,258		11/23/2005	02/10/2010	Common Stock 1

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
BOYLE FRANCIS C JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Controller		
Signatures					
Signe S. Gates, pursuant to a Po Atty.	ower of	11	/28/2005		
<u>**</u> 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 2/12/03, 4,000 granted 4/14/04, and 2,250 Restricted Stock Units and 2,250 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/22/2004.
- (3) The options vest 100% immediately on 5/20/2004.
- (4) 1 for 1

Remarks:

Contains Pages 1 of 3

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.