

BARNWELL INDUSTRIES INC  
Form 8-K/A  
May 11, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A

Current Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 7, 2011

BARNWELL INDUSTRIES, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-5103  
(Commission File Number)

72-0496921  
(IRS Employer  
Identification No.)

1100 Alakea Street, Suite 2900  
Honolulu, Hawaii 96813  
(Address of Principal Executive Offices) (Zip Code)

(808) 531-8400  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

In its Current Report on Form 8-K reporting on an event that occurred March 7, 2011, Barnwell Industries, Inc. (“Barnwell”) reported the results of its annual meeting of stockholders held March 7, 2011. In such 8-K Barnwell reported with respect to the advisory vote on the frequency of stockholders voting upon executive compensation, that in excess of 80% of the votes cast approved the proposal that stockholders vote on an advisory basis once every three years to approve executive compensation. At a meeting of the Board of Directors, the Board considered the results of the vote and after due deliberation determined to follow the decision of the majority vote and to hold an advisory vote on the approval of executive compensation once every three years.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 11, 2011

BARNWELL INDUSTRIES, INC.

By: /s/ Russell M. Gifford  
Name: Russell M. Gifford  
Title: Executive Vice President and  
Chief Financial Officer