

BARRETT BUSINESS SERVICES INC
 Form 4
 July 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
CARLEY THOMAS J

2. Issuer Name and Ticker or Trading Symbol
BARRETT BUSINESS SERVICES INC [BBSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8100 NE PARKWAY
 DRIVE, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

VANCOUVER, WA 98662

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	07/01/2016		M		321	A	\$ 0 31,448	D
Common Stock	07/01/2016		M		255	A	\$ 0 31,703	D
Common Stock	07/01/2016		M		249	A	\$ 0 31,952	D
Common Stock	07/05/2016		M		625	A	\$ 0 32,577	D

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.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 39.8	07/01/2016		A	10,000	<u>(1)</u> 07/01/2026	Common Stock 10,000
Restricted Stock Units	<u>(2)</u>	07/01/2016		M	321	<u>(3)</u> <u>(3)</u>	Common Stock 321
Restricted Stock Units	<u>(2)</u>	07/01/2016		M	255	<u>(4)</u> <u>(4)</u>	Common Stock 255
Restricted Stock Units	<u>(2)</u>	07/01/2016		M	249	<u>(5)</u> <u>(5)</u>	Common Stock 249
Restricted Stock Units	<u>(2)</u>	07/05/2016		M	625	<u>(6)</u> <u>(6)</u>	Common Stock 625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLEY THOMAS J 8100 NE PARKWAY DRIVE SUITE 200 VANCOUVER, WA 98662	X			

Signatures

/s/ Gregory R. Vaughn, as
attorney-in-fact

07/06/2016

__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) Becomes exercisable in four equal annual installments beginning July 1, 2017.
 - (2) Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
 - (3) The Restricted Stock Units vest in four equal annual installments beginning on July 1, 2016, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
 - (4) The Restricted Stock Units vest in four equal annual installments beginning on July 1, 2015, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
 - (5) The Restricted Stock Units vest in four equal annual installments beginning on July 1, 2014, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
 - (6) The Restricted Stock Units vested in four equal annual installments beginning on July 2, 2013.

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.