

BARRETT BUSINESS SERVICES INC
 Form 4
 July 31, 2013

FORM 4

**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).

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 *
MILLER JAMES D

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)
 07/29/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP-Finance, Treas. & Sec.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/29/2013		M		10,000	A	\$ 11.965
Common Stock	07/29/2013		M		6,293	A	\$ 11.08
Common Stock	07/29/2013		S		16,293	D	\$ 68.4 (1)
Common Stock	07/30/2013		M		3,707	A	\$ 11.08
Common Stock	07/30/2013		M		7,500	A	\$ 13.38

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Common Stock	07/30/2013	M	7,800	A	\$ 17,495	29,507	D
Common Stock	07/30/2013	S	19,007	D	\$ 67.54 (2)	10,500	D

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.965	07/29/2013		M	10,000	06/30/2009 ⁽³⁾ 06/30/2018	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 11.08	07/29/2013		M	6,293	01/16/2010 ⁽⁴⁾ 01/16/2019	Common Stock	6,293
Employee Stock Option (Right to Buy)	\$ 11.08	07/30/2013		M	3,707	01/16/2010 ⁽⁴⁾ 01/16/2019	Common Stock	3,707
Employee Stock Option (Right to Buy)	\$ 13.38	07/30/2013		M	7,500	03/04/2011 ⁽⁵⁾ 03/04/2020	Common Stock	7,500
Employee Stock Option	\$ 17.495	07/30/2013		M	7,800	07/12/2005 07/12/2015	Common Stock	7,800

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JAMES D 8100 NE PARKWAY DRIVE, SUITE 200 VANCOUVER, WA 98662			VP-Finance, Treas. & Sec.	

Signatures

/s/ James D. Miller
07/31/2013

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.96 inclusive. The reporting person will provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2).
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.24 to \$68.10 inclusive.
 - (3) Became exercisable in four equal annual installments beginning June 30, 2009.
 - (4) Became exercisable in four equal annual installments beginning January 16, 2010.
 - (5) Becomes exercisable in four equal annual installments beginning March 4, 2011.

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.