

BARRETT BUSINESS SERVICES INC

Form 4

July 06, 2016

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 *
 Johnson Roger L

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. 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/01/2016		M		321	A \$ 0 8,449	D
Common Stock	07/01/2016		M		255	A \$ 0 8,704	D
Common Stock	07/01/2016		M		249	A \$ 0 8,953	D
Common Stock	07/05/2016		M		625	A \$ 0 9,578	D

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. I
				Code	V	(A)	(D)	
Restricted Stock Units	(1)	07/01/2016		A		1,256	(2) (2)	Common Stock 1,256
Restricted Stock Units	(1)	07/01/2016		M		321	(3) (3)	Common Stock 321
Restricted Stock Units	(1)	07/01/2016		M		255	(4) (4)	Common Stock 255
Restricted Stock Units	(1)	07/01/2016		M		249	(5) (5)	Common Stock 249
Restricted Stock Units	(1)	07/05/2016		M		625	(6) (6)	Common Stock 625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Roger L 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) Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The Restricted Stock Units vest in four equal annual installments beginning on July 1, 2017, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- (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.