#### SHERWOOD NED L

Form 4 May 24, 2013

## FORM 4

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

OMB 3

Number: 3235-0287

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fi obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SHERWOOD NED L

2. Issuer Name and Ticker or Trading

Symbol

BARNWELL INDUSTRIES INC

C

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle) 3. Da

3. Date of Earliest Transaction (Month/Day/Year) 05/22/2013

\_\_\_\_ Director
\_\_\_\_ Officer (give title below)

Issuer

\_\_X\_\_ 10% Owner \_\_\_\_ Other (specify

C/O ZS FUND L.P., 1133 AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

NEW YORK, NY 10036

(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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of	` ′	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)	
Common Stock	05/22/2013		P	14,575	A	\$ 3.2681 (1)	650,739.138	I	See Footnote (2)	
Common Stock	05/23/2013		P	8,800	A	\$ 3.3074 (3)	659,539.138	I	See Footnote	
Common Stock	05/24/2013		P	2,045	A	\$ 3.3798 (4)	661,584.138	I	See Footnote	
Common							238,038	I	See	

Stock Footnote (5)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transaction		onNumber Expiration		ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHERWOOD NED L C/O ZS FUND L.P. 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036

X

### **Signatures**

Ned L. Sherwood 05/24/2013

\*\*Signature of Date
Reporting Person

## **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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.15 to \$3.35, inclusive. The reporting person undertakes to provide to Barnwell Industries, Inc., any security holder of Barnwell Industries, Inc., 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 range set forth in this footnote.

Reporting Owners 2

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- (2) Shares are held by MRMP Managers LLC, of which the reporting person is an investment manager. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.30 to \$3.35, inclusive. The reporting person undertakes to provide to Barnwell Industries, Inc., any security holder of Barnwell Industries, Inc., 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 range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.37 to \$3.38, inclusive. The reporting person undertakes to provide to Barnwell Industries, Inc., any security holder of Barnwell Industries, Inc., 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 range set forth in this footnote.
- (5) Shares are held by the Ned L. Sherwood Revocable Trust, of which the reporting person is the beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.