

CARLEY THOMAS J

Form 4

July 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2018

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

(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

VANCOUVER, WA 98662

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/28/2018		G	V 400 D \$ 0	31,603	D	
Common Stock	07/01/2018		M	363 A \$ 0	31,966	D	
Common Stock	07/01/2018		M	321 A \$ 0	32,287	D	
Common Stock	07/01/2018		M	255 A \$ 0	32,542	D	
Common Stock					3,002	I	By Spouse

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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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	07/01/2018		A		647		(2)	(2)	Common Stock	647	(3)
Restricted Stock Units	(1)	07/01/2018		M			363	(3)	(3)	Common Stock	363	\$ (4)
Restricted Stock Units	(1)	07/01/2018		M			321	(4)	(4)	Common Stock	321	\$ (4)
Restricted Stock Units	(1)	07/01/2018		M			255	(5)	(5)	Common Stock	255	\$ (4)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARLEY THOMAS J
8100 NE PARKWAY DRIVE, SUITE 200
VANCOUVER, WA 98662

Signatures

/s/ Anthony Harris, as
attorney-in-fact

07/03/2018

__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 two equal annual installments beginning on July 1, 2019, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- (3) The Restricted Stock Units vest in three equal annual installments beginning on July 1, 2018, 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, 2016, 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, 2015, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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