

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 \*  
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)  | Amount or Price |   |  |                                   |
| Common Stock                    | 07/01/2016                           |  | M                              | V   | 321 A \$ 0      | 31,448  | D  |                                   |
| Common Stock                    | 07/01/2016                           |  | M                              | V   | 255 A \$ 0      | 31,703  | D  |                                   |
| Common Stock                    | 07/01/2016                           |  | M                              | V   | 249 A \$ 0      | 31,952  | D  |                                   |
| Common Stock                    | 07/05/2016                           |  | M                              | V   | 625 A \$ 0      | 32,577  | 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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | 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<br>8100 NE PARKWAY DRIVE<br>SUITE 200<br>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.

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