

BARRETT BUSINESS SERVICES INC
Form 4
May 26, 2009

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 [RENT]

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)
05/21/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 05/21/2009 | | M | 1,500 | A \$ 2.44 | 13,300 | D | |
| Common Stock | 05/21/2009 | | M | 1,500 | A \$ 2.58 | 14,800 | D | |
| Common Stock | 05/21/2009 | | M | 1,500 | A \$ 2.05 | 16,300 | 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)

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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 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 2.44 | 05/21/2009 | | M | 1,500 | <u>(1)</u> | <u>(2)</u> | Common Stock | 1,500 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 2.58 | 05/21/2009 | | M | 1,500 | <u>(1)</u> | <u>(2)</u> | Common Stock | 1,500 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 2.05 | 05/21/2009 | | M | 1,500 | <u>(1)</u> | <u>(2)</u> | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARLEY THOMAS J 8100 NE PARKWAY DRIVE SUITE 200 VANCOUVER, WA 98662 | X | | | |

Signatures

James D. Miller, as
attorney-in-fact

05/26/2009

__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 option vested in four equal installments beginning one year after the respective date of grant.

(2) Expires three months following the date on which holder ceases to be a director other than by reason of death, disability, or retirement; if by reason of death or disability, one year thereafter; if by reason of retirement, five years thereafter. Exhibit 24 - Power of Attorney

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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