

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /X/
Filed by a Party other than the Registrant / /

Check the appropriate box:

/X/ Preliminary Proxy Statement
/ / Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

BARRETT BUSINESS SERVICES, INC.

(Name of Registrant as Specified in its Charter)

BARRETT BUSINESS SERVICES, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6(i) (1), or 14a-6(j) (2).
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i) (3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

Set forth the amount on which the filing fee is calculated and state how it
was determined.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a) (2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

BARRETT BUSINESS SERVICES, INC.
4724 S.W. MACADAM AVENUE
PORTLAND, OREGON 97201

, 1994

Dear Stockholder:

On May 23, 1994, the Company issued 3,164,000 shares of Common Stock in
payment of a two-for-one stock split effected in the form of a stock dividend.
An additional 500,000 shares of authorized but unissued Common Stock were
reserved in connection with the split for issuance pursuant to antidilution
provisions of the Company's outstanding warrants and its 1993 Stock Incentive
Plan. As a result, only 172,000 of the 7,500,000 shares of authorized Common
Stock remain available for issuance as of , 1994.

The Board of Directors has proposed an amendment to the Company's Charter
to increase the authorized Common Stock from 7,500,000 shares to 20,500,000
shares. The Board believes that the proposed increase is desirable to enhance
the Company's flexibility in issuing shares in connection with financings,
acquisitions, stock dividends and other corporate purposes.

A special meeting of the stockholders of the Company will be held at the
Company's offices at 4724 S.W. Macadam Avenue, Portland, Oregon, at 10:00 a.m.
on August 10, 1994, to consider the proposed amendment. Management and the Board
recommend that you vote FOR the proposed amendment. We hope that you will attend
the meeting. Whether or not you can attend, it is important that you sign, date
and return your proxy as soon as possible. If you do attend the meeting and wish
to vote in person, you may withdraw your proxy and vote personally.

Sincerely,

[FACSIMILE SIGNATURE]

William W. Sherertz
President and Chief
Executive Officer

BARRETT BUSINESS SERVICES, INC.

NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS

AUGUST 10, 1994

A special meeting of stockholders of Barrett Business Services, Inc. ("Company"), will be held at the Company's offices at 4724 S.W. Macadam Avenue, Portland, Oregon, on Wednesday, August 10, 1994, at 10:00 a.m., for the following purposes:

1. To approve a proposal to amend Article III of the Charter of the Company to increase from 7,500,000 to 20,500,000 the number of shares of Common Stock which the Company shall have authority to issue.
2. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only stockholders of record as of the close of business on July 5, 1994, will be entitled to notice of and to vote at the meeting.

You are cordially invited to attend the meeting in person. Whether or not you plan to attend, please date, sign and mail the enclosed proxy to avoid the expense of further solicitation. The affirmative vote of a majority of the shares outstanding and entitled to vote at the special meeting is required to approve the proposed amendment. Whether you own few or many shares, your proxy is important in fulfilling this requirement.

If you attend the meeting, you may withdraw your proxy and vote in person.

By Order of the Board of Directors

[FACSIMILE SIGNATURE]

Jack D. Williamson, Jr.
Secretary

Portland, Oregon
, 1994

BARRETT BUSINESS SERVICES, INC.
4724 S.W. MACADAM AVENUE
PORTLAND, OREGON 97201
(503) 220-0988

PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Barrett Business Services, Inc. (the "Company"), to be voted at a special meeting of stockholders to be held on August 10, 1994, and any adjournments thereof. The proxy statement and accompanying form of proxy were first mailed to stockholders on approximately , 1994.

VOTING, REVOCATION AND SOLICITATION OF PROXIES

When a proxy in the accompanying form is properly executed and returned, the shares represented will be voted at the meeting in accordance with the instructions specified in the space provided in the proxy. If no instructions are specified, the shares will be voted FOR Item 1 in the accompanying Notice of Special Meeting of Stockholders.

Any proxy given pursuant to this solicitation may be revoked by the person giving the proxy at any time prior to its exercise by written notice to the Secretary of the Company of such revocation, by a later-dated proxy received by the Company, or by attending the meeting and voting in person. The mailing address of the Company's principal executive offices is 4724 S.W. Macadam

Avenue, Portland, Oregon 97201.

The solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally and by telegram or telephone by directors and officers of the Company without additional compensation for such services. Brokers and other persons holding shares in their names, or in the names of nominees, will be reimbursed for their reasonable expenses in forwarding soliciting materials to their principals and in obtaining authorization for the execution of proxies. All costs of solicitation of proxies will be borne by the Company.

OUTSTANDING VOTING SECURITIES

RECORD DATE; OUTSTANDING COMMON STOCK

The close of business on July 5, 1994, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting. On the record date, the Company had outstanding shares of Common Stock, \$.01 par value ("Common Stock"), each share of which is entitled to one vote at the meeting. Common Stock is the only outstanding voting security of the Company.

COMMON STOCK OWNED BY PRINCIPAL STOCKHOLDERS

The following table gives certain information regarding each person or group known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock at June 18, 1994. Information as to beneficial ownership is based on data furnished by the persons concerning whom such information is given. Unless otherwise indicated, all shares listed as beneficially owned are held with sole voting and dispositive power.

<TABLE>
<CAPTION>

NAME	SHARES BENEFICIALLY OWNED AT JUNE 18, 1994	PERCENT OF OF CLASS
<S>	<C>	<C>
Capital Consultants, Inc.(1).....	360,180	5.7%
Nancy B. Sherertz(2).....	1,804,000	28.5%
William W. Sherertz(3).....	1,921,500	30.3%

</TABLE>

(1) The address of Capital Consultants, Inc. ("Capital"), a registered investment adviser, is 2300 S.W. First Avenue, Portland, Oregon 97201. The shares shown as beneficially owned by Capital are shares as to which Capital filed a Schedule 13G reporting sole voting and dispositive power at December 31, 1993, adjusted to give effect to a two-for-one split of the Common Stock on May 23, 1994.

(2) Ms. Sherertz's address is 6513 Diamond Hall Road, Easton, Maryland 21601.

(3) Mr. Sherertz's address is 4724 S.W. Macadam Avenue, Portland, Oregon 97201. The shares shown as beneficially owned by Mr. Sherertz include 17,500 shares subject to options exercisable within 60 days after June 18, 1994, granted under the Company's 1993 Stock Incentive Plan.

COMMON STOCK OWNED BY MANAGEMENT

The following table gives certain information regarding the beneficial ownership of Common Stock as of June 18, 1994, by each director, by each named executive officer, as defined in Item 402(a) (3) of Regulation S-K promulgated by the Securities and Exchange Commission, and by all directors and executive officers of the Company as a group. Information as to beneficial ownership is based on data furnished by the persons concerning whom such information is given. Unless otherwise indicated, all shares listed as beneficially owned are held with sole voting and dispositive power.

<TABLE>
<CAPTION>

NAME	SHARES BENEFICIALLY OWNED AT JUNE 18, 1994 (1)	PERCENT OF CLASS
<S>	<C>	<C>
Robert R. Ames.....	750	*
Jeffrey L. Beaudoin(2).....	4,650	*
Anthony Meeker.....	750	*
Stanley G. Renecker.....	750	*
William W. Sherertz.....	1,921,500	30.3%
Jack D. Williamson, Jr.(3).....	9,000	*
All directors and executive officers as a group (8 persons).....	1,941,600	30.5%

</TABLE>

* Less than 1% of the outstanding shares of Common Stock.

- (1) Includes shares subject to options exercisable within 60 days after June 18, 1994, under the Company's 1993 Stock Incentive Plan as follows: Mr. Ames, 750 shares; Mr. Beaudoin, 750 shares; Mr. Meeker, 750 shares; Mr. Renecker, 750 shares; Mr. Sherertz, 17,500 shares; Mr. Williamson, 5,000 shares; and all directors and executive officers as a group, 27,500 shares.
- (2) Includes 400 shares owned by Mr. Beaudoin's spouse as to which he shares voting and dispositive power.
- (3) Includes 3,000 restricted shares awarded to Mr. Williamson under the Company's 1993 Stock Incentive Plan as to which he has sole voting power.

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AMENDMENT TO CHARTER

GENERAL

The Board has unanimously approved a proposed amendment to the Company's Charter to increase the number of authorized shares of Common Stock from 7,500,000 shares to 20,500,000 and directed that the proposed amendment be submitted to the stockholders at the special meeting. A copy of the proposed amendment is attached hereto as Exhibit A.

Of the 7,500,000 currently authorized shares of Common Stock, 172,000 shares were unissued and not reserved for issuance as of _____, 1994. The Board believes that the increase in the number of authorized shares of Common Stock is desirable to enhance the Company's flexibility in issuing shares in connection with financings, stock dividends, and other corporate purposes. Approval of the proposed amendment will permit the Board to authorize the issuance of additional shares of Common Stock without further action by the stockholders under Maryland corporate law, although stockholder approval may be required by regulatory authorities, under the listing agreement pursuant to which the Common Stock is traded on The Nasdaq Stock Market or by the rules of a stock exchange on which the Common Stock may be listed in the future. The holders of Common Stock do not and will not have preemptive rights to subscribe to any additional shares of Common Stock that may be issued in the future.

The Company is considering the advisability of offering between approximately 800,000 and 1,000,000 additional shares of Common Stock to the public to fund the expansion of the Company's business and for other corporate purposes. Any decision to offer additional shares will depend on market conditions, the availability and cost of alternative sources of funds and other factors. The Company does not have any other present plan, understanding or agreement to issue additional shares of Common Stock, except pursuant to the Company's 1993 Stock Incentive Plan and upon the exercise of outstanding warrants. Although the Company has no present intention to do so, shares of Common Stock could be issued in the future with the effect of making an acquisition of control of the Company more difficult.

VOTE REQUIRED AND BOARD RECOMMENDATION

The affirmative vote of a majority of the shares of Common Stock outstanding and entitled to vote at the special meeting is required for the adoption of the proposed amendment of Article III of the Company's Charter. Stockholders may expressly abstain from voting on the proposal by so indicating on the accompanying proxy card. Abstentions and shares represented by duly executed and returned proxies of brokers or other nominees which are expressly not voted on the proposal will have the effect of voting against the proposal.

THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR ADOPTION OF THE PROPOSED AMENDMENT OF ARTICLE III OF THE COMPANY'S CHARTER.

STOCKHOLDER PROPOSALS FOR 1995 ANNUAL MEETING

Stockholder proposals intended to be presented at the 1995 annual meeting of stockholders of the Company must be received by the Company by November 18, 1994, in order to be included in the proxy statement for the meeting. Any such proposal should comply with the rules of the Securities and Exchange Commission governing stockholder proposals submitted for inclusion in proxy materials.

OTHER MATTERS

Management knows of no matters to come before the special meeting other than the proposed amendment of Article III of the Company's Charter. However, should any other matters come before the meeting, the persons named in the accompanying form of proxy will vote or refrain from voting thereon in accordance with their judgment.

EXHIBIT A
TEXT OF THE FIRST SENTENCE
OF SECTION (a) OF ARTICLE III
AS PROPOSED TO BE AMENDED

"(a) The aggregate number of shares which the Corporation shall have authority to issue is 21,000,000 which shall be divided into classes as follows:

<TABLE>
<CAPTION>

TITLE OF CLASS	NO. OF SHARES
<S>	<C>
Preferred Stock, \$.01 par value per share.....	500,000
Common Stock, \$.01 par value per share.....	20,500,000"

</TABLE>

PROXY
BARRETT BUSINESS SERVICES, INC.
SPECIAL MEETING OF STOCKHOLDERS TO BE HELD AUGUST 10, 1994

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints William W. Sherertz and Jack D. Williamson, Jr., as proxies, each with power to act alone and with power of substitution, and hereby authorizes them to represent and to vote all the shares of common stock of Barrett Business Services, Inc., which the undersigned may be entitled to vote at the Special Meeting of Stockholders to be held on August 10, 1994, at 10:00 a.m., or any adjournments thereof:

1. PROPOSAL TO AMEND ARTICLE III OF THE COMPANY'S CHARTER TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY FROM 7,500,000 TO 20,500,000.

/ / FOR / / AGAINST / / ABSTAIN

2. In their discretion, upon any other matters which may properly come before the meeting.

(Continued and to be signed on reverse)

The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ITEM 1. If any other matters properly come before the meeting, the persons named as proxies will vote in accordance with their best judgment.

The undersigned acknowledges receipt of the Notice of Special Meeting to be held August 10, 1994, and accompanying Proxy Statement and revokes all prior proxies for said meeting.

Date: _____, 1994

(Signature of Stockholder)

(Signature of Stockholder)

Please sign exactly as your name appears hereon. If the shares are jointly held, each joint owner named should sign. When signing as attorney, personal representative, administrator, or other fiduciary, please give full title. If a corporation, please sign in full corporate name by authorized officer. If a partnership, please sign in partnership name by authorized person.