

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Justesen Jon L</u> (Last) (First) (Middle) <u>8100 NE PARKWAY DRIVE</u> <u>SUITE 200</u> (Street) <u>VANCOUVER WA 98662</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BARRETT BUSINESS SERVICES INC [BBSI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
|---|---|---|

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/01/2014 | | M | | 249 | A | \$0 | 874 ⁽¹⁾ | D | |
| Common Stock | 07/02/2014 | | M | | 625 | A | \$0 | 1,499 | D | |
| Common Stock | | | | | | | | 13,499 ⁽²⁾ | I | By Justesen Ranches |
| Common Stock | | | | | | | | 6,500 ⁽¹⁾⁽²⁾ | I | By Justesen Ranches Keogh Plan |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (3) | 07/01/2014 | | A | | 1,021 | | (4) | (4) | Common Stock | 1,021 | \$0 | 1,021 | D | |
| Restricted Stock Units | (3) | 07/01/2014 | | M | | | 249 | (5) | (5) | Common Stock | 249 | \$0 | 745 | D | |
| Restricted Stock Units | (3) | 07/02/2014 | | M | | | 625 | (6) | (6) | Common Stock | 625 | \$0 | 1,250 | D | |

Explanation of Responses:

1. Since the date of the reporting person's last ownership report, he transferred a total of 20,000 shares of Barrett Business Services, Inc. common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
2. The reporting person is a co-owner of Justesen Ranches. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
3. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
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 vest in four equal annual installments beginning on July 2, 2013, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

/s/ James D. Miller, as attorney-in-fact 07/02/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.