

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-C

Report by Issuer of Securities Quoted on NASDAQ
Interdealer Quotation System

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and Rule 13a-17
or 15d-17 thereunder

BARRETT BUSINESS SERVICES, INC.
(Exact name of issuer as specified in charter)

4724 S.W. Macadam Avenue, Portland, Oregon 97201
(Address of principal executive offices)

(503) 220-0988
(Issuer's telephone number, including area code)

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5%
or more in the number of shares outstanding:

1. Title of Security: Common Stock, \$.01 par value
2. Number of shares outstanding before the change
(on the record date for stock dividend): 3,164,000
3. Number of shares outstanding after the change
(reflecting issuance of stock dividend shares): 6,328,000
4. Effective date of change: May 23, 1994
5. Method of change: Stock dividend

Give brief description
of transaction: A two-for-one stock split effected as a
stock dividend payable May 23, 1994, to
holders of record on May 2, 1994, was
declared on April 20, 1994.

II. CHANGE IN NAME OF ISSUER

Not applicable

Date: May 24, 1994 Barrett Business Services, Inc.

By /s/ Jack D. Williamson, Jr.
Jack D. Williamson, Jr.
Vice President-Finance