

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Barrett Business Services, Inc.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

068463 10 8  
(CUSIP Number)

William W. Sherertz  
Barrett Business Services, Inc.  
4724 S.W. Macadam Avenue  
Portland, Oregon 97201  
Telephone: (503) 220-0988  
(Name, Address, and Telephone Number of Person Authorized  
to Receive Notices and Communications)

Copy to:

Mary Ann Frantz  
Miller, Nash, Wiener, Hager & Carlsen  
111 S.W. Fifth Avenue, Suite 3500  
Portland, Oregon 97204  
Telephone: (503) 224-5858

February 14, 1996  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13-1(b) (3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the statement [ ].

CUSIP No. 068463 10 8

1. Names of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Persons

William W. Sherertz  
###-##-####

2. Check the Appropriate Box if a Member of a Group  
[ ] (a)  
[X] (b)

3. SEC Use Only

4. Source of Funds

OO, PF

5. [ ] Check Box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power

1,841,600

8. Shared Voting Power

-0-

9. Sole Dispositive Power

1,841,600

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,841,600

12.  Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13. Percent of Class Represented by Amount in Row 11

28.2 percent

14. Type of Reporting Person

IN

Item 1. Security and Issuer.

The title of the class of equity securities to which this Amendment No. 2 to statement on Schedule 13D ("Statement") relates is common stock, \$.01 par value ("Common Stock") of Barrett Business Services, Inc., a Maryland corporation ("Company"). The address of the Company's principal executive offices is 4724 S.W. Macadam Avenue, Portland, Oregon 97201.

Item 2. Identity and Background.

(a)-(c), (f) This Statement is filed by William W. Sherertz ("Mr. Sherertz"), whose business address is 4724 S.W. Macadam Avenue, Portland, Oregon 97201. Mr. Sherertz's present principal occupation is president of the Company. The Company provides light industrial, clerical and technical employees to a wide range of businesses both on a temporary and a longer-term leased basis. The Company's address is set forth in Item 1. Mr. Sherertz is a citizen of the United States.

(d)-(e) During the last five years, Mr. Sherertz has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On October 28, 1991, Mr. Sherertz purchased from the Company one share of its capital stock for \$8,000. The funds used for the purchase were Mr. Sherertz's personal funds and not funds he borrowed. At the time of the purchase, the Company had outstanding 250 additional shares of capital stock, all of which were held by Nancy B. Sherertz ("Ms. Sherertz").

In a letter agreement ("Agreement") dated August 17, 1992, Mr. and Ms. Sherertz agreed to divide their holdings of Company capital stock equally upon the closing of an underwriting agreement for an initial public offering of Company capital stock. The Agreement was entered into by Ms. Sherertz for personal reasons based on her then marital relationship with Mr. Sherertz and also to recognize his contribution to the Company's growth and his efforts to establish a public market for the Common Stock.

In March 1993, the outstanding capital stock of the Company was split into Common Stock at the rate of 7,968 shares for each previously outstanding share of capital stock, and the shares previously held by Mr. Sherertz and Ms. Sherertz were changed into 7,968 and 1,992,032 shares of Common Stock, respectively.

On June 18, 1993, an underwritten initial public offering of Common Stock by the Company closed and, pursuant to the Agreement, Ms. Sherertz transferred 992,032 shares of her Common Stock to Mr. Sherertz.

On July 22, 1993, Mr. Sherertz purchased 2,000 shares of

Common Stock in an open market transaction for \$16,500. The funds used for the purchase were Mr. Sherertz's personal funds and not funds that he borrowed.

On May 23, 1994, Mr. Sherertz became entitled to 1,002,000 additional shares of Common Stock as a result of the stock split described in Item 5(c) (2).

On August 10, 1994, Mr. Sherertz acquired 17,500 shares of Common Stock upon exercise of an employee stock option. Mr. Sherertz tendered 7,000 shares of Common Stock in payment of the option exercise price.

Item 4. Purpose of Transaction.

As described in Item 3, Ms. Sherertz transferred 992,032 shares of her Common Stock to Mr. Sherertz for personal reasons and also to recognize Mr. Sherertz's contribution to the Company's growth and his efforts to establish a public market for the Common Stock. Mr. Sherertz has no present plans or proposals which relate to or would result in:

(a) The acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the Company or any of its subsidiaries;

(d) Any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of the Company;

(f) Any other material change in the Company's business or corporate structure;

(g) Changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

(h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934; or

(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) Mr. Sherertz beneficially owns 1,841,600 shares of Common Stock or 28.2 percent of the outstanding Common Stock. Mr. Sherertz has sole power to vote and sole power to dispose of such shares. Mr. Sherertz directly owns 1,782,100 of such shares and has the right to acquire 59,500 of such shares pursuant to the exercise of employee stock options which are exercisable in the next 60 days.

(c) During the past 60 days, the only transaction in Common Stock by Mr. Sherertz occurred on February 14, 1996, on which date Mr. Sherertz sold in an open market transaction 50,000 shares of Common Stock at a price of \$14.875 per share.

(d)-(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except for the Agreement (which has been performed) and the employee stock options listed in Item 7(b), there are no contracts, arrangements, understandings or relationships (legal or otherwise) between Mr. Sherertz and any other person with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

