

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>Elich Michael 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>07/01/2017</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u> 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
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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	07/01/2017		M		10,000	A	\$0	87,433	D	
Common Stock	07/03/2017		F		4,105	D	\$57.65	83,328	D	
Common Stock	07/01/2017		M		5,000	A	\$0	88,328	D	
Common Stock	07/03/2017		F		2,053	D	\$57.65	86,275	D	
Common Stock	07/01/2017		M		5,000	A	\$0	91,275	D	
Common Stock	07/03/2017		F		2,053	D	\$57.65	89,222	D	
Common Stock	07/01/2017		M		5,000	A	\$0	94,222	D	
Common Stock	07/03/2017		F		2,053	D	\$57.65	92,169	D	

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	(1)	07/01/2017		A		17,804		(2)	(2)	Common Stock	17,804	\$0	17,804	D	
Restricted Stock Units	(1)	07/01/2017		M			10,000	(3)	(3)	Common Stock	10,000	\$0	30,000	D	
Restricted Stock Units	(1)	07/01/2017		M			5,000	(4)	(4)	Common Stock	5,000	\$0	10,000	D	
Restricted Stock Units	(1)	07/01/2017		M			5,000	(5)	(5)	Common Stock	5,000	\$0	5,000	D	
Restricted Stock Units	(1)	07/01/2017		M			5,000	(6)	(6)	Common Stock	5,000	\$0	0	D	

Explanation of Responses:

- Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
- The Restricted Stock Units vest in four equal annual installments beginning July 1, 2018, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in four equal annual installments beginning July 1, 2017, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in four equal annual installments beginning July 1, 2016, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in four equal annual installments beginning July 1, 2015, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vested in four equal annual installments beginning July 1, 2014.

Remarks:

Exhibit 24: Power of Attorney

/s/ Anthony Harris, as attorney-in-fact 07/05/2017

** 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Gary Kramer, Gregory R. Vaughn, and Anthony Harris, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Barrett Business Services, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company, including forms required to generate codes for the Securities and Exchange Commission's electronic filing system; and
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority as appropriate.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, and the Company is not assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer subject to Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of March, 2017.

/s/ Michael L. Elich

Signature

Michael L. Elich

Print Name
