

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>SHERERTZ NANCY B</u>  (Last) (First) (Middle) <u>8100 NE PARKWAY DRIVE</u> <u>SUITE 200</u>  (Street) <u>VANCOUVER WA 98642</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BARRETT BUSINESS SERVICES INC [ BBSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/23/2006		s		4,059	D	\$25	1,382,516	D	
Common Stock	05/23/2006		s		169	D	\$25.01	1,382,347 <sup>(1)</sup>	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					

**Explanation of Responses:**

1. Reporting person also has indirect beneficial ownership of 16,894 shares held by her children, which she disclaims.

Shawn P Willard, as attorney-in-fact 05/24/2006

\*\* 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.

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Nancy B. Sherertz, do hereby make, constitute and appoint the following, each herein authorized to act alone:

My financial advisor, Shawn P. Willard, currently at Rubicon Global Asset Management, LLC; or

Any one of my attorneys at Tonkon Torp LLP - George C. Spencer, Thomas P. Palmer or Sherrill A. Corbett; or

My paralegal at Tonkon Torp LLP, Sandra L. Dennis,

my true and lawful agent and attorney-in-fact for me and in my name, place and stead, with full power of substitution, (A) to execute and deliver any and all documents, stock certificates and stock powers, selling instructions, brokerage or advisory management agreements, banking and deposit instructions, indemnities and other documentation in my name and on my behalf which I could execute if I were present, with respect to the purchase, sale, transfer and re-registration or other dealings in any or all shares of stock (including all stock options for said shares) that I own of record or beneficially in Barrett Business Services, Inc. (the "Company"); and (B) to execute and file with the appropriate state and/or federal regulatory agencies, including, without limitation, the United States Securities and Exchange Commission ("SEC"), any and all filings required or deemed necessary to be made in respect of my ownership of such Company shares, including, without limitation, filings in respect of such share ownership under Sections 10, 13, 14 or 16 of the Securities Exchange Act of 1934, as amended, including all such filings on my behalf that may be made to the SEC in paper form or through any required EDGAR reporting account to be established on my behalf by any of the above authorized individuals, either through a reporting account at Merrill Corporation or at any other company that provides an EDGAR reporting account service; and, (C) without in any way limiting the foregoing, generally to do, execute and perform all documentation necessary to complete the purchase or sale of all or any portion of said shares of the Company's stock or exercise of Company stock options and regulatory filings, if any, in respect of all such share/option activity, consistent with any applicable trading policies of the issuer of said shares and options, and consistent with applicable rules of the Securities and Exchange Commission, as fully and effectually as I could do if personally present. Each and every act and thing which my said attorney may do or cause to be done in my name related to the foregoing shall be conclusively deemed to be authorized by this instrument, whether such act or thing is hereinabove expressly enumerated or not. No person appointed to act for me pursuant to this Limited Power of Attorney shall be liable for any loss sustained by me by reason of any action taken by him or her hereunder unless said loss is caused by his or her actual fraud.

This Limited Power of Attorney shall continue in effect until revoked in writing by the undersigned and delivered to Shawn P. Willard and each of the above named designated agents at Tonkon Torp LLP.

This instrument revokes my Limited Power of Attorney executed July 28, 2005.

IN WITNESS WHEREOF, I have executed this Limited Power of Attorney on May 10, 2006.

\_\_Nancy B. Sherertz

Nancy B. Sherertz

State of Maryland )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of May, 2006, before me  
personally appeared  
Nancy B. Sherertz to me known to be the person  
described in and who executed the foregoing instrument  
and acknowledged that she executed the same as her  
free act and deed.

\_\_\_\_\_  
Maryland

Notary Public for  
My Commission

Expires: \_\_\_\_\_  
006574\00001\690654 V001