

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>HICKS JAMES B</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>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/01/2020		M		323	A	\$0.00	13,782.135	D	
Common Stock	07/01/2020		M		774	A	\$0.00	14,556.135	D	
Common Stock	07/01/2020		M		314	A	\$0.00	14,870.135	D	
Common Stock	07/01/2020		M		364	A	\$0.00	15,234.135	D	
Common Stock								1,050	I	By Spouse

**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
Restricted Stock Units	(1)	07/01/2020		M			314	(2)	(2)	Common Stock	314	\$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2020		M			364	(3)	(3)	Common Stock	364	\$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2020		M			774	(4)	(4)	Common Stock	774	\$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2020		M			323	(5)	(5)	Common Stock	323	\$0.00	0.00	D	
Restricted Stock Units	(1)	07/01/2020		A		1,457		(6)	(6)	Common Stock	1,457	\$0.00	1,457	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, 2017, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in three 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 one equal annual installment beginning July 1, 2020, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest two equal annual installments beginning July 1, 2019, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest one equal annual installment beginning July 1, 2021, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

**Remarks:**

/s/ Anthony Harris, as attorney-in-fact 07/06/2020

\*\* 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.

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