

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Blotz Gerald</u> (Last) (First) (Middle) 8100 N.E. PARKWAY DRIVE, SUITE 200 (Street) VANCOUVER WA 98662 (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 10% Owner X Officer (give title below) Other (specify below) Executive VP & COO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2022 | |
| 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 | 07/01/2022 | | M | | 1,262 | A | \$0.00 | 41,080 | D | |
| Common Stock | 07/01/2022 | | F | | 626 | D | \$73.54 | 40,454 | D | |
| Common Stock | 07/01/2022 | | M | | 1,510 | A | \$0.00 | 41,964 | D | |
| Common Stock | 07/01/2022 | | F | | 749 | D | \$73.54 | 41,215 | D | |
| Common Stock | 07/01/2022 | | M | | 2,369 | A | \$0.00 | 43,584 | D | |
| Common Stock | 07/01/2022 | | F | | 1,176 | D | \$73.54 | 42,408 | D | |
| Common Stock | 07/01/2022 | | M | | 1,661 | A | \$0.00 | 44,069 | D | |
| Common Stock | 07/01/2022 | | F | | 824 | D | \$73.54 | 43,245 | 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 |
| Restricted Stock Units | (I) | 07/01/2022 | | M | | | 1,262 | (2) | (2) | Common Stock | 1,262 | \$0.00 | 0.00 | D | |
| Restricted Stock Units | (I) | 07/01/2022 | | M | | | 1,510 | (3) | (3) | Common Stock | 1,510 | \$0.00 | 1,510 | D | |
| Restricted Stock Units | (I) | 07/01/2022 | | M | | | 2,369 | (4) | (4) | Common Stock | 2,369 | \$0.00 | 4,737 | D | |
| Restricted Stock Units | (I) | 07/01/2022 | | M | | | 1,661 | (5) | (5) | Common Stock | 1,661 | \$0.00 | 4,984 | D | |
| Restricted Stock Units | (I) | 07/01/2022 | | A | | | 6,894 | (6) | (6) | Common Stock | 6,894 | \$0.00 | 6,894 | 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 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 in four annual installments 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 in four annual installments beginning July 1, 2021, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in four annual installments beginning July 1, 2022, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- The Restricted Stock Units vest in four annual installments beginning July 1, 2023, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

Remarks:

/s/ Anthony Harris, as attorney-in-fact 07/06/2022

** 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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