

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Kramer Gary</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024	
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	07/01/2024		M		14,156	A	\$0.00	260,964 <sup>(1)</sup>	D	
Common Stock	07/01/2024		M		13,428	A	\$0.00	274,392	D	
Common Stock	07/01/2024		M		11,272	A	\$0.00	285,664	D	
Common Stock	07/01/2024		M		8,284	A	\$0.00	293,948	D	
Common Stock	07/01/2024		M		3,692	A	\$0.00	297,640	D	
Common Stock	07/01/2024		F		5,571	D	\$32.63	292,069	D	
Common Stock	07/01/2024		F		5,284	D	\$32.63	286,785	D	
Common Stock	07/01/2024		F		4,436	D	\$32.63	282,349	D	
Common Stock	07/01/2024		F		3,260	D	\$32.63	279,089	D	
Common Stock	07/01/2024		F		1,453	D	\$32.63	277,636	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	(2)	07/01/2024		M			3,692 <sup>(1)</sup>	(3)	(3)	Common Stock	3,692 <sup>(1)</sup>	\$0.00	0.00	D	
Restricted Stock Units	(2)	07/01/2024		M			11,272 <sup>(1)</sup>	(4)	(4)	Common Stock	11,272 <sup>(1)</sup>	\$0.00	0.00	D	
Restricted Stock Units	(2)	07/01/2024		M			8,284 <sup>(1)</sup>	(5)	(5)	Common Stock	8,284 <sup>(1)</sup>	\$0.00	8,288 <sup>(1)</sup>	D	
Restricted Stock Units	(2)	07/01/2024		M			13,428 <sup>(1)</sup>	(6)	(6)	Common Stock	13,428 <sup>(1)</sup>	\$0.00	26,856 <sup>(1)</sup>	D	
Restricted Stock Units	(2)	07/01/2024		M			14,156 <sup>(1)</sup>	(7)	(7)	Common Stock	14,156 <sup>(1)</sup>	\$0.00	42,472 <sup>(1)</sup>	D	
Restricted Stock Units	(2)	07/01/2024		A		45,908		(8)	(8)	Common Stock	45,908	\$0.00	45,908	D	
Restricted Stock Units	(2)	07/01/2024		A		2,177		(9)	(9)	Common Stock	2,177	\$0.00	2,177	D	

**Explanation of Responses:**

- Adjusted to reflect a four-for-one forward split of the Issuer's common stock effective on June 21, 2024.
- Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
- The Restricted Stock Units vest in one installment on July 1, 2024, 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.
- The Restricted Stock Units vest in four annual installments beginning July 1, 2024, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

8. The Restricted Stock Units vest in four annual installments beginning July 1, 2025, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

9. The Restricted Stock Units vest in one installment on July 1, 2029, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

**Remarks:**

/s/ Anthony Harris, as attorney-in-  
fact 07/03/2024

\*\* 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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