

Elich Michael L
 Form 4/A
 August 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Elich Michael L

2. Issuer Name and Ticker or Trading Symbol
 BARRETT BUSINESS SERVICES INC [BBSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8100 NE PARKWAY DRIVE,
 SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

VANCOUVER, WA 98662

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/05/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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 | | | 2,645 | D | \$ 57.65 | 84,788 | D | |
| Common Stock | 07/03/2017 | | S | | | 1,460 | 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 | | | 1,323 | D | \$ 57.65 | 87,005 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 07/03/2017 | S | 730 | 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 | 1,323 | D | \$ 57.65 | 89,952 | D |
| Common Stock | 07/03/2017 | S | 730 | 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 | 1,323 | D | \$ 57.65 | 92,899 | D |
| Common Stock | 07/03/2017 | S | 730 | D | \$ 57.65 | 92,169 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|--------------|----------------------------|
| | | | | | 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 |
| Restricted Stock Units | (1) | 07/01/2017 | | M | | 10,000 | | (3) | (3) | Common Stock | 10,000 |
| Restricted Stock Units | (1) | 07/01/2017 | | M | | 5,000 | | (4) | (4) | Common Stock | 5,000 |
| Restricted Stock Units | (1) | 07/01/2017 | | M | | 5,000 | | (5) | (5) | Common Stock | 5,000 |

| | | | | | | | | |
|------------------------------|-----|------------|---|-------|-----|-----|-----------------|-------|
| Restricted Stock Units | (1) | 07/01/2017 | M | 5,000 | (6) | (6) | Common Stock | 5,000 |
|------------------------------|-----|------------|---|-------|-----|-----|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Elich Michael L 8100 NE PARKWAY DRIVE, SUITE 200 VANCOUVER, WA 98662 | X | | President & CEO | |

Signatures

/s/ Anthony Harris, as
attorney-in-fact

08/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The Restricted Stock Units vested in four equal annual installments beginning July 1, 2014.

Remarks:

Exhibit 24: Power of Attorney (previously filed)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.