

Elich Michael L
 Form 4
 July 03, 2018

FORM 4

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

OMB APPROVAL

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

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2018

VANCOUVER, WA 98662

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 | 07/01/2018 | | M | | | 4,451 | A | \$ 0 | 96,620 | D | |
| Common Stock | 07/01/2018 | | M | | | 10,000 | A | \$ 0 | 106,620 | D | |
| Common Stock | 07/01/2018 | | M | | | 5,000 | A | \$ 0 | 111,620 | D | |
| Common Stock | 07/01/2018 | | M | | | 5,000 | A | \$ 0 | 116,620 | D | |
| Common Stock | 07/02/2018 | | F | | | 1,752 | D | \$ 96.05 | 114,868 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 07/02/2018 | F | 3,935 | D | \$ 96.05 | 110,933 | D |
| Common Stock | 07/02/2018 | F | 1,968 | D | \$ 96.05 | 108,965 | D |
| Common Stock | 07/02/2018 | F | 1,968 | D | \$ 96.05 | 106,997 | D |

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

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 control number.

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(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 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2018 | | A | | 10,562 | <u>(2)</u> | <u>(2)</u> | Common Stock | Amount or Number of Shares 10,562 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2018 | | M | | 4,451 | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,451 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2018 | | M | | 10,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 10,000 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2018 | | M | | 5,000 | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,000 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2018 | | M | | 5,000 | <u>(6)</u> | <u>(6)</u> | 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

President & CEO

Signatures

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

07/03/2018

__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, 2019, 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, 2018, 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, 2017, 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, 2016, and will be settled by delivery of unrestricted shares of common stock on the vesting date.
- (6) 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.

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.