

VAUGHN GREGORY R
Form 4/A
August 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
VAUGHN GREGORY R

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
X Officer (give title below) ___ Other (specify below)
VP & COO-Corporate Operations

VANCOUVER, WA 98662

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

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 | 07/01/2017 | | M | | | 3,750 | A | \$ 0 | 58,198 | D | |
| Common Stock | 07/03/2017 | | F | | | 992 | D | \$ 57.65 | 57,206 | D | |
| Common Stock | 07/03/2017 | | S | | | 548 | D | \$ 57.65 | 56,658 | D | |
| Common Stock | 07/01/2017 | | M | | | 2,500 | A | \$ 0 | 59,158 | D | |
| Common Stock | 07/03/2017 | | F | | | 662 | D | \$ 57.65 | 58,496 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 07/03/2017 | S | 365 | D | \$ 57.65 | 58,131 | D |
| Common Stock | 07/01/2017 | M | 2,500 | A | \$ 0 | 60,631 | D |
| Common Stock | 07/03/2017 | F | 662 | D | \$ 57.65 | 59,969 | D |
| Common Stock | 07/03/2017 | S | 365 | D | \$ 57.65 | 59,604 | D |
| Common Stock | 07/01/2017 | M | 2,500 | A | \$ 0 | 62,104 | D |
| Common Stock | 07/03/2017 | F | 662 | D | \$ 57.65 | 61,442 | D |
| Common Stock | 07/03/2017 | S | 365 | D | \$ 57.65 | 61,077 | D |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | <u>(1)</u> | 07/01/2017 | | A | 8,509 | <u>(2)</u> <u>(2)</u> | Common Stock | 8,509 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2017 | | M | 3,750 | <u>(3)</u> <u>(3)</u> | Common Stock | 3,750 |
| Restricted Stock Units | <u>(1)</u> | 07/01/2017 | | M | 2,500 | <u>(4)</u> <u>(4)</u> | Common Stock | 2,500 |
| Restricted Stock | <u>(1)</u> | 07/01/2017 | | M | 2,500 | <u>(5)</u> <u>(5)</u> | Common Stock | 2,500 |

Units

Restricted

| | | | | | | | | |
|-------|-----|------------|---|-------|-----|-----|-----------------|-------|
| Stock | (1) | 07/01/2017 | M | 2,500 | (6) | (6) | Common Stock | 2,500 |
|-------|-----|------------|---|-------|-----|-----|-----------------|-------|

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VAUGHN GREGORY R 8100 NE PARKWAY DRIVE, SUITE 200 VANCOUVER, WA 98662 | | | VP & COO-Corporate Operations | |

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.

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