

Elich Michael L
 Form 4
 May 02, 2013

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2013

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

VANCOUVER, WA 98662

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/30/2013 | | M | 3,873 | A \$ 9.27 | 46,248 | D |
| Common Stock | 04/30/2013 | | M | 20,000 | A \$ 11.08 | 66,248 | D |
| Common Stock | 04/30/2013 | | M | 1,260 | A \$ 15.2 | 67,508 | D |
| Common Stock | 04/30/2013 | | S | 23,843 | D \$ 53.32 | 43,665 | D |
| | 04/30/2013 | | S | 1,290 | D | 42,375 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------|--------|---|
| Common Stock | | | | | | \$ 54.07 (2) | | |
| Common Stock | 05/01/2013 | | M | 10,776 | A | \$ 15.2 | 53,151 | D |
| Common Stock | 05/01/2013 | | S | 10,776 | D | \$ 52.5 | 42,375 | D |
| Common Stock | 05/02/2013 | | M | 12,964 | A | \$ 15.2 | 55,339 | D |
| Common Stock | 05/02/2013 | | S | 12,964 | D | \$ 52.22 (3) | 42,375 | 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.27 | 04/30/2013 | | M | 3,873 | 03/04/2005 ⁽⁴⁾ 03/04/2014 | Common Stock | 3,873 |
| Employee Stock Option (Right to Buy) | \$ 11.08 | 04/30/2013 | | M | 20,000 | 01/16/2010 ⁽⁵⁾ 01/16/2019 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 15.2 | 04/30/2013 | | M | 1,260 | 07/01/2005 07/01/2015 | Common Stock | 1,260 |

Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|------|
| Option (Right to Buy) | \$ 15.2 | 05/01/2013 | M | 10,776 | 07/01/2005 | 07/01/2015 | Common Stock | 10,7 |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|------|
| Option (Right to Buy) | \$ 15.2 | 05/02/2013 | M | 12,934 | 07/01/2005 | 07/01/2015 | Common Stock | 12,9 |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|------|

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 and CEO | |

Signatures

/s/ James D. Miller, as
attorney-in-fact

05/02/2013

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.95 to \$53.64 inclusive. The reporting person will provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3).
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.19 inclusive.
 - (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.14 to \$52.29 inclusive.
 - (4) One-fourth became exercisable on March 4, 2005 and the remaining options became exercisable on December 30, 2005.
 - (5) Became exercisable in four equal annual installments beginning January 16, 2010.

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.