

Gould Heather E
 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 *
 Gould Heather E

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)
 VP and Chief Strategy Officer

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

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

VANCOUVER, WA 98662

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)
				(A) or (D)	Price		
Common Stock	07/01/2018		M	1,702	A \$ 0	5,377	D
Common Stock	07/02/2018		F	823	D \$ 96.05	4,554	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)

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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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/01/2018		A		133		(2)	(2)	Common Stock	133
Restricted Stock Units	(1)	07/01/2018		A		5,048		(3)	(3)	Common Stock	5,048
Restricted Stock Units	(1)	07/01/2018		M		1,702		(4)	(4)	Common Stock	1,702

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gould Heather E 8100 NE PARKWAY DRIVE, SUITE 200 VANCOUVER, WA 98662			VP and Chief Strategy Officer	

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 one installment July 1, 2023, 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, 2019, 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, 2018, and will be settled by delivery of unrestricted shares of common stock on the vesting date.

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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.