

BARRETT BUSINESS SERVICES INC
Form 4
March 06, 2006

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 *
SHERERTZ NANCY B

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)
4724 SW MACADAM AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

PORTLAND, OR 97239

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/02/2006		M			1,500	A	\$ 8.33	1,516,130	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2006		M			1,500	A	\$ 5.17	1,517,630	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2006		M			1,500	A	\$ 3.79	1,519,130	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2006		M			1,500	A	\$ 2.44	1,520,630	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2006		M			1,125	A	\$ 2.58	1,521,755	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	03/02/2006	M	750	A	\$ 2.05	1,522,505	D
Common Stock	03/02/2006	M	937	A	\$ 8.82	1,523,442	D
Common Stock	03/02/2006	M	3,750	A	\$ 15.195	1,527,192	D
Common Stock	03/02/2006	S	67,200	D	\$ 24.11	1,459,992	D
Common Stock	03/02/2006	S	336	D	\$ 24.12	1,459,656	D
Common Stock	03/02/2006	S	664	D	\$ 24.15	1,458,992	D
Common Stock	03/02/2006	S	400	D	\$ 24.16	1,458,592 ⁽¹⁾	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (Right to Buy)	\$ 8.33	03/02/2006		M	1,500	05/13/1999 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 5.17	03/02/2006		M	1,500	05/12/2000 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock	\$ 3.79	03/02/2006		M	1,500	05/16/2001 ⁽²⁾	⁽³⁾	Common Stock

Option (Right to Buy)

Non-Employee Director Stock Option (Right to Buy)	\$ 2.44	03/02/2006	M	1,500	05/17/2002 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 2.58	03/02/2006	M	1,125	05/15/2003 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 2.05	03/02/2006	M	750	05/14/2004 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 8.82	03/02/2006	M	937	05/12/2005 ⁽²⁾	⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 15.195	03/02/2006	M	3,750	07/01/2005	07/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERERTZ NANCY B 4724 SW MACADAM AVENUE PORTLAND, OR 97239		X		

Signatures

James D. Miller, as
attorney-in-fact

03/06/2006

__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) Reporting person also has indirect beneficial ownership of 5,895 shares held by her children, which she disclaims.
 - (2) Exercisable in four equal annual installments beginning on the date shown, with the vesting of all options remaining unvested as of December 30, 2005, accelerated to be fully exercisable as of that date.
 - (3) Expires three months following the date on which holder ceases to be a director other than by reason of death, disability, or retirement; if by reason of death or disability, one year thereafter; and if by reason of retirement, five years thereafter.

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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