

SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## OMB APPROVAL

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|  |           |              |  |   |  |   |
|--|-----------|--------------|--|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>KINZLER ALEXANDER C</u> |           |              | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>BARNWELL INDUSTRIES INC [ BRN ]</u> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |   |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/17/2008</u>                        |   | <input checked="" type="checkbox"/> Director                               | 10% Owner   |
| <u>1100 ALAKEA STREET</u><br><u>SUITE 2900</u>                         |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>07/18/2008</u>                |   | <input checked="" type="checkbox"/> Officer (give title below)             | Other (specify below)<br><b>President &amp; COO</b> |
| (Street)   | (City)    | (State)      | (Zip)  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |   |
| <u>HONOLULU</u>  | <u>HI</u> | <u>96813</u> |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |   |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 07/17/2008                           |  | P                              |   | 200   | A          | \$10.724 | 1,100 <sup>(1)</sup>  | I  | By son  |
| Common Stock                    | 07/17/2008                           |  | P                              |   | 200   | A          | \$10.722 | 1,300 <sup>(1)</sup>  | I  | By son  |
| Common Stock                    | 07/17/2008                           |  | P                              |   | 200   | A          | \$10.587 | 1,500 <sup>(1)</sup>  | I  | By son  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 250,000   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |  |                 |   |  |  |   |  |

**Explanation of Responses:**

1. On July 18, 2008, the reporting person filed a Form 4 (the "July 18 Report") to report the purchase of 200 shares of the issuer's common stock for each of his three sons, each of whom shares the reporting person's household. The July 18 Report is amended to clarify that, following the three transactions reported thereon, the reporting person beneficially owns 250,000 shares of the issuer's common stock directly and 1,500 shares of the issuer's common stock indirectly.

/s/ Alexander C. Kinzler

08/08/2008

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**