(Print or Type Responses)

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

| OMB APPROVAL | | | | | | | |
|------------------|-----------|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | |
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| hours per respon | | | | | | | |

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

| 1. Name and Address of Reporting Person* | | | | | ng Symbol | <u> </u> | | | Person(s) to I | ccuer | | |
|--|---|--------------------------------|-----------|------------|----------------|------------------|--|---|----------------|---|--|--|
| ANDERSON MARTIN | 2. Issuer Name and Ticker or Trading Symbol BARNWELL INDUSTRIES INC BRN | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| ANDERSON MARIIN | DARNWELL | r indosik | TES II | VC | | ы | | | 10% C |)wner | | |
| (Last) (First) (Middle) | 2 Data of | Farliagt Tra | neaction | (Mor | nth/Day/Year) | | | Officer (give | | (specify | | |
| 1099 ALAKEA ST STE 1800 | J. Date of | Lainest 11a | iisactioi | i (ivioi | illi/Day/Tear) | | | title below) | | below) | | |
| 1099 ALAKEA SI SIE 1000 | 3/16/20 | 05 | | | | | | | | , | | |
| (Street) | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | | 6. Indi | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| HONOLULU HI 96813 | I I I I I I I I I I I I I I I I I I | | | | | | <u>x</u> Fo | x Form filed by One Reporting Person | | | | |
| | | | | | | | —Fo | —Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | TD. | | . . | D | •,• | | 1 e D e . | | | | |
| | | Ta | able I | Non- | Derivative Sec | urities Ac | quirea, Dis | posed of, or Benefici | ally Owned | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date | action Deemed action or Dispos | | | | | of (D) Securities ship Beneficially Form Owned Direct Following (D) o | | | 7. Nature of Indirect Beneficial Owner-ship | | |
| | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | V | Amount | (A) or (D) | Price | Reported Indirect Transaction(s) (I) (Instr. 3 and 4) (Instr. 4) (Instr. 4) | | | | |
| Common Stock | 3/16/ 2005 | | S | | 300 | D | \$51.52 | 47,906 | D | | | |
| Common Stock | 3/16/ 2005 | | S | | 600 | D | \$51.5 | 47,306 | D | | | |
| Common Stock | 3/16/ 2005 | | S | | 550 | D | \$51 | 46,756 | D | | | |
| Common Stock | 3/16/ 2005 | | S | | 250 | D | \$50.9 | 46,506 | D | | | |

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).

FORM 4 (continued)

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 | Deemed Exec- ution Date, if any (Month/ Day/ | 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. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned | 10. Owner-ship Form of Deriv- ative Security: Direct (D) or | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---|--|--------------------|---|---|-----|--|-------------------------|---|----------------------------------|--|--|--|--|
| | | | Year) | Code | V | (A) | (D) | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Indirect (I) (Instr. 4) | |

| _ | | | |
|-----|----------|-------|---------|
| Exp | lanation | of Re | sponses |

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

/s/ Martin Anderson 3/17/2005

** Signature of Reporting Person Date

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).