

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

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

1. Name and Address of Reporting Person* <u>Gifford Russell M</u>  (Last) (First) (Middle) 1100 ALAKEA STREET, SUITE 2900  (Street) HONOLULU HI 96813  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BARNWELL INDUSTRIES INC [ BRN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO, Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/24/2007		S		2,500	D	\$19.63	38,300	D	
Common Stock	05/24/2007		S		1,000	D	\$19.31	37,300	D	
Common Stock	05/24/2007		S		500	D	\$19.14	36,800	D	
Common Stock	05/24/2007		S		100	D	\$19.17	36,700	D	
Common Stock	05/24/2007		S		400	D	\$19.1	36,300	D	
Common Stock	05/24/2007		S		100	D	\$19.15	36,200	D	
Common Stock	05/24/2007		S		432	D	\$19.2	35,768	D	
Common Stock	05/25/2007		S		200	D	\$19.15	35,568	D	
Common Stock	05/25/2007		S		100	D	\$19.02	35,468	D	
Common Stock	05/25/2007		S		668	D	\$19.01	34,800	D	
Common Stock	05/25/2007		M		7,500	A	\$1.98	42,300	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		Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$1.98	05/25/2007		M		7,500	12/05/2000	12/05/2009	Common Stock	7,500	\$1.98	118,500 (1)	D
Employee Stock Options (right to buy)	\$8.62						12/03/2008 (2)	12/03/2014	Common Stock	60,000		60,000	D
SARs	\$8.8						12/03/2009 (3)	12/03/2014	Common Stock	36,000		36,000	D

**Explanation of Responses:**

1. Reporting Person was originally granted options for 150,000 shares. Reporting Person previously exercised options for 24,000 shares and holds a balance of 118,500 options following the transaction reported herein.

2. Options vest at rate of 15,000 shares per year on the anniversary date of the grant commencing on 12/3/2005.

3. Reporting Person was originally granted SARs for 60,000 shares of Common Stock, vesting at the rate of 12,000 per year commencing on 12/3/2005. 12,000 shares vested on 12/3/2005, 12,000 shares vested on 12/3/2006 and the remaining shares vest 12,000 on 12/3/2007, 12,000 on 12/3/2008 and 12,000 on 12/3/2009.

/s/ Russell M. Gifford

05/29/2007

\*\* 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.**