

BARNWELL INDUSTRIES INC  
 Form 4  
 September 26, 2007

**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 \*  
 Gifford Russell M

2. Issuer Name and Ticker or Trading Symbol  
 BARNWELL INDUSTRIES INC  
 [BRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1100 ALAKEA STREET, SUITE 2900

3. Date of Earliest Transaction (Month/Day/Year)  
 09/26/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, CFO, Tres., Secy.

(Street)  
 HONOLULU, HI 96813

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/24/2007		S	100	D	\$ 15.24	46,384 D
Common Stock	09/24/2007		S	200	D	\$ 15.21	46,184 D
Common Stock	09/24/2007		S	5,000	D	\$ 15.2	41,184 D
Common Stock	09/24/2007		S	100	D	\$ 15.32	41,084 D
Common Stock	09/24/2007		S	100	D	\$ 15.35	40,984 D

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Common Stock	09/24/2007	S	100	D	\$ 15.6	40,884	D
Common Stock	09/24/2007	S	1,200	D	\$ 14.87	39,684	D
Common Stock	09/24/2007	S	100	D	\$ 14.91	39,584	D
Common Stock	09/24/2007	S	100	D	\$ 14.78	39,484	D
Common Stock	09/24/2007	S	500	D	\$ 14.45	38,984	D
Common Stock	09/24/2007	S	1,200	D	\$ 14.54	37,784	D
Common Stock	09/24/2007	S	2,300	D	\$ 14.55	35,484	D
Common Stock	09/24/2007	S	300	D	\$ 14.4	35,184	D
Common Stock	09/24/2007	S	900	D	\$ 14.38	34,284	D
Common Stock	09/24/2007	S	100	D	\$ 15.02	34,184	D
Common Stock	09/24/2007	S	100	D	\$ 15.46	34,084	D
Common Stock	09/24/2007	S	500	D	\$ 15.25	33,584	D
Common Stock	09/24/2007	S	200	D	\$ 15.26	33,384	D
Common Stock	09/24/2007	S	200	D	\$ 15.73	33,184	D
Common Stock	09/24/2007	S	400	D	\$ 15.7	32,784	D
Common Stock	09/24/2007	S	50	D	\$ 15.6	32,734	D
Common Stock	09/24/2007	S	150	D	\$ 15.57	32,584	D
Common Stock	09/24/2007	S	100	D	\$ 15.56	32,484	D
Common Stock	09/24/2007	S	100	D	\$ 15.31	32,384	D
Common Stock	09/24/2007	A	21,000	A	\$ 1.98	53,384	D
	09/26/2007	S	700	D	\$ 15	52,684	D

Common  
Stock

Common Stock	09/26/2007	S	184	D	\$ 14.93	52,500	D
Common Stock	09/26/2007	S	300	D	\$ 15.12	52,200	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 1.98	09/24/2007		M	21,000	12/05/2001	12/05/2009	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gifford Russell M 1100 ALAKEA STREET, SUITE 2900 HONOLULU, HI 96813	X		EVP, CFO, Tres., Secy.	

## Signatures

/s/ Russell M.  
Gifford

09/26/2007

\*\*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).

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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