#### **BARNWELL INDUSTRIES INC**

Form 4

December 12, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

### **OMB APPROVAL**

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Section 16.

subject to

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Kinzler Morton H.

2. Issuer Name and Ticker or Trading

Symbol

BARNWELL INDUSTRIES INC

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

[BRN]

3. Date of Earliest Transaction

\_X\_ Director X\_\_ 10% Owner

(Month/Day/Year) 12/11/2008

below)

X\_ Officer (give title \_ Other (specify Chairman, CEO

1100 ALAKEA STREET, SUITE 2900

(First)

(Street)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HONOLULU, HI 96813

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D) 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)
Common Stock	12/11/2008		Code V P	Amount 4,800	(D)	Price \$ 4.9739	1,323,208 (1)	D	
Common Stock	12/11/2008		P	200	A	\$ 5.05	1,323,408 (1)	D	
Common Stock	12/11/2008		P	4,400	A	\$ 4.8706	1,327,808 (1)	D	
Common Stock	12/11/2008		P	400	A	\$ 5	1,328,208 (1)	D	
Common Stock	12/11/2008		P	200	A	\$ 5	1,328,408 (1)	D	

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

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 control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorNumber	Expiration Da	ate	Amou	nt of	Derivative	]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m 1	or		
						Exercisable	•	Title			
				~					of		
				Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Kinzler Morton H. 1100 ALAKEA STREET SUITE 2900 HONOLULU, HI 96813	X	X	Chairman, CEO				

### **Signatures**

Reporting Person

/s/ Morton H.
Kinzler

\*\*Signature of 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).

Deletionship

(1) Includes 1,848 shares owned by the reporting person's spouse, to which the reporting person disclaims beneficial ownership.

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

Reporting Owners 2