

BARNWELL INDUSTRIES INC
 Form 3/A
 February 10, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SHERWOOD NED L | | (Month/Day/Year) | BARNWELL INDUSTRIES INC [BRN] | |
| (Last) | (First) | (Middle) | 02/09/2016 | |
| 4731 NORTH HIGHWAY A1A, SUITE 213 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 05/14/2013 |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| VERO BEACH,Â FLÂ 32963 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.50 per share ("Common Stock") | 238,038 | I | See Footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock | 661,584.138 | I | See Footnotes <u>(1)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|-------------------------------------------------|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERWOOD NED L 4731 NORTH HIGHWAY A1A, SUITE 213 VERO BEACH, FL 32963 | Â | Â X | Â | Â |

Signatures

/s/ Ned L. Sherwood 02/10/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This Form 3 is filed by Ned L. Sherwood (the "Reporting Person"). The Reporting Person may be deemed to be a member of a Section 13(d) group with Bradley M. Tirpak that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by Bradley M. Tirpak. The Reporting Person
- (1) believes that Bradley M. Tirpak beneficially owns 7,770 shares of Common Stock as reported in a Schedule 13D filed by the Reporting Person on February 10, 2016. The Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his pecuniary interest therein. The Reporting Person disclaims any pecuniary interest in the securities held by Bradley M. Tirpak.
 - (2) Shares are held by the Ned L. Sherwood Revocable Trust, of which Ned L. Sherwood is the beneficiary.
 - (3) Shares are held by MRMP-Managers LLC, of which Ned L. Sherwood is an investment manager.

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.