

MacLean Malcolm F IV
Form 4
April 09, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jarvis David R

(Last) (First) (Middle)

C/O MERCURY REAL ESTATE
ADVISORS LLC, THREE RIVER
ROAD

(Street)

GREENWICH, CT 06807

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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 <u>(1)</u>	03/28/2007		P		200	A	\$ 20.17	1,398,504	I	See Footnote <u>(8)</u>
Common Stock <u>(2)</u>	03/28/2007		P		200	A	\$ 20.17	1,398,504	I	See Footnote <u>(9)</u>
Common Stock <u>(3)</u>	03/28/2007		P		200	A	\$ 20.17	13,919	D	
Common	03/28/2007		P		200	A	\$ 20.17	13,919	I	See

Stock ⁽⁴⁾								Footnote ⁽⁴⁾
Common Stock ⁽⁵⁾	03/29/2007	P	1,000	A	\$ 20.11	1,399,504	I	See Footnote ⁽⁸⁾
Common Stock ⁽⁶⁾	03/29/2007	P	1,000	A	\$ 20.11	1,399,504	I	See Footnote ⁽⁹⁾
Common Stock ⁽⁷⁾	03/29/2007	P	1,000	A	\$ 20.11	625,777	D	
Common Stock ⁽⁵⁾	03/30/2007	P	4,900	A	\$ 20.1843	1,404,404	I	See Footnote ⁽⁸⁾
Common Stock ⁽⁶⁾	03/30/2007	P	4,900	A	\$ 20.1843	1,404,404	I	See Footnote ⁽⁹⁾
Common Stock ⁽⁷⁾	03/30/2007	P	4,900	A	\$ 20.1843	630,677	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Jarvis David R
C/O MERCURY REAL ESTATE ADVISORS LLC
THREE RIVER ROAD
GREENWICH, CT 06807
X

MacLean Malcolm F IV
C/O MERCURY REAL ESTATE ADVISORS LLC
THREE RIVER ROAD
GREENWICH, CT 06807
X

Mercury Special Situations Offshore Fund Ltd
C/O MERCURY REAL ESTATE ADVISORS LLC
THREE RIVER ROAD
GREENWICH, CT 06807
X

Mercury Real Estate Securities Fund LP
C/O MERCURY REAL ESTATE ADVISORS LLC
THREE RIVER ROAD
GREENWICH, CT 06807
X

Mercury Mayfair LLC
C/O MERCURY REAL ESTATE ADVISORS LLC
THREE RIVER ROAD
GREENWICH, CT 06807
X

Signatures

/s/ David R. Jarvis 04/09/2007

__Signature of Reporting
Person

Date

/s/ Malcolm F.
MacLean IV 04/09/2007

__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).

(1) These shares were acquired by Mercury Real Estate Advisors, LLC ("Advisors"), a registered investment adviser, on behalf of Mercury Real Estate Securities Fund LP ("MRES"), for which Advisors serves as the investment adviser. Mr. David R. Jarvis is a managing member of Advisors. Mr. Jarvis disclaims beneficial ownership of the shares held directly by MRES, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES, or as a result of his membership interest in Mayfair (as defined below), of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

(2) These shares were acquired by Advisors on behalf of MRES. Mr. Malcolm F. MacLean IV is a managing member of Advisors. Mr. MacLean disclaims beneficial ownership of the shares held directly by MRES, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES, or as a result of his membership interest in Mayfair, of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

(3) These shares are held directly by MRES.

(4) These shares are held directly by MRES. Mercury Mayfair LLC ("Mayfair") is the general partner of MRES. Mayfair disclaims beneficial ownership of these shares except to the extent of the pecuniary interest, if any, in such shares as a result of its partnership interest in

MRES.

- These shares were acquired by Advisores on behalf of Mercury Special Situations Offshore Fund, Ltd. ("MSSOF"), for which Advisors serves as the investment adviser. Mr. Jarvis disclaims beneficial ownership of the shares held directly by MSSOF, except to the extent of
- (5) the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSOF. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

- These shares were acquired by Advisors on behalf of MSSOF. Mr. MacLean disclaims beneficial ownership of the shares held directly by
- (6) MSSOF, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSOF. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).
- (7) These shares are held directly by MSSOF.

- The shares reported in Column 5 are held directly by certain private investment funds, including MRES and MSSOF (the "Funds"), and certain managed accounts (the "Managed Accounts"), for which Advisors serves as the investment adviser. Mr. Jarvis disclaims beneficial ownership of the shares held directly by the Funds and the Managed Accounts, except to the extent of the pecuniary interest, if
- (8) any, in such shares as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies, including Mayfair, that serve as the general partners of certain of the Funds. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

- The shares reported in Column 5 are held directly by the Funds and the Managed Accounts, for which Advisors serves as the investment adviser. Mr. MacLean disclaims beneficial ownership of the shares held directly by the Funds and the Managed Accounts, except to the extent of the pecuniary interest, if any, in such shares as a result of his membership interest in Advisors, which has a contingent right to
- (9) receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies, including Mayfair, that serve as the general partners of certain of the Funds. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

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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