

BARNWELL INDUSTRIES INC
 Form 4/A
 August 21, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Steckley Warren Douglas

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)
 900, 639 5TH AVENUE S.W.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P.-Canadian Operations

CALGARY, A0 T2P 0M9
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/18/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/17/2006 ⁽³⁾ | | M | 60,000 | A \$ 2.6042 | 60,000 | D |
| Common Stock | 08/17/2006 ⁽³⁾ | | D | 60,000 | D \$ 21.93 ⁽³⁾ | 0 | D |

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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 2.6042 ₍₁₎ | 08/17/2006 ₍₃₎ | | M | 60,000 | 06/01/2003 ₍₂₎ 06/01/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Steckley Warren Douglas 900, 639 5TH AVENUE S.W. CALGARY, A0 T2P 0M9 | | | V.P.-Canadian Operations | |

Signatures

/s/ Warren Douglas
Steckley

08/21/2006

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) As adjusted for all stock splits from the date of grant through the date hereof.

(2) Twenty percent of the Stock Appreciation Rights (or 36,000 rights) vested on each of the first five anniversaries of the date of grant, and thus all rights became exercisable as of 06/01/2003.

The Form 4, as originally filed, incorrectly reported the exercise date and the disposition price. The Form 4, as amended by this Form 4/A, correctly reports such information. In addition, note that the Form 4 as originally filed included a line item reporting the grant on 6/1/98 of 180,000 stock appreciation rights. This transaction never needed to be reported on Form 4, as the 180,000 stock appreciation rights had already been granted to the filer when he became an executive officer of the company and subject to the Section 16 reporting system in December 1998, and thus should have been reported on Form 3 at such time. These 180,000 stock appreciation rights were reported as part of the filer's holdings in the Form 3 filed on 8/18/06. The Form 4 as originally filed is hereby amended to delete the second line item in Table II, which reported the grant of 180,000 stock appreciation rights on 6/1/98.

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.