Jarvis David R Form 4 January 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BARNWELL INDUSTRIES INC

(Check all applicable)

[BRN]

08/19/2005

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title below)

X 10% Owner Other (specify

(Middle)

(Zip)

C/O MERCURY REAL ESTATE ADVISORS LLC, 100 FIELD POINT ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

GREENWICH, CT 06830

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Equity Swap (obligation to buy) (1) (2)	\$ 56.341	08/19/2005		J/K(1)(2)		1	08/19/2005	05/24/2007	Common Stock	2,08
Equity Swap (obligation to buy) (3)	\$ 56.341	08/19/2005		J/K(1)(2)		1	08/19/2005	05/24/2007	Common Stock	2,08
Equity Swap (obligation to buy) (4)	\$ 56.341	08/19/2005		J/K <u>(4)</u>		1	08/19/2005	05/24/2007	Common Stock	3,91
Equity Swap (obligation to buy) (5)	\$ 56.341	08/19/2005		J/K(1)(2)(4)		2	08/19/2005	05/24/2007	Common Stock	6,00
Equity Swap (obligation to buy) (6)	\$ 56.341	08/19/2005		J/K(1)(2)(4)		2	08/19/2005	05/24/2007	Common Stock	6,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Jarvis David R C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830		X				
MacLean Malcolm F IV C/O MERCURY REAL ESTATE ADVISORS LLC		X				

Reporting Owners 2

X

X

X

100 FIELD POINT ROAD GREENWICH, CT 06830

Mercury Real Estate Securities Fund LP

C/O MERCURY REAL ESTATE ADVISORS LLC

100 FIELD POINT ROAD GREENWICH, CT 06830

Mercury Real Estate Securities Offshore Fund, Ltd. C/O MERCURY REAL ESTATE ADVISORS LLC

100 FIELD POINT ROAD GREENWICH, CT 06830

Mercury Mayfair LLC

C/O MERCURY REAL ESTATE ADVISORS LLC

100 FIELD POINT ROAD GREENWICH, CT 06830

Signatures

/s/ David R. Jarvis 01/20/2006

**Signature of Reporting Date

Person

/s/ Malcolm F.

(4)

01/20/2006 MacLean IV

**Signature of Reporting Date Person

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).
- On August 19, 2005, Mercury Real Estate Advisors, LLC ("Advisors"), a registered investment adviser, entered into a cash settled equity swap agreement with a securities broker ("Broker") on behalf of Mercury Real Estate Securities Fund LP **(1)** ("MRES"), for which Advisors serves as the investment adviser. Mr. David R. Jarvis and Mr. Malcolm F. MacLean IV are managing members of Advisors, The settlement date of the swap agreement is May 24, 2007. (Continued in Footnote 2)
- On such date, MRES or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRES paid Broker \$117,358.30, representing \$56.341 for each share of BRN **(2)** common stock subject to this agreement as of August 19, 2005, and (ii) Broker paid to MRES the market value of 2,083 shares of BRN common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRES and MRES will pay to Broker a finance charge.
- This swap arrangement is held directly by MRES. Mercury Mayfair LLC ("Mayfair") is the general partner of MRES. Mayfair disclaims beneficial ownership of the securities held directly by MRES except to the extent of the pecuniary interest, if any, in (3)such securities as a result of its partnership interest in MRES.
 - Estate Securities Offshore Fund, Ltd. ("MRESOF"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, MRESOF or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRESOF paid Broker \$220,687.70, representing \$56.341 for each share of BRN common stock subject to this agreement as of August 19, 2005, and (ii) Broker paid to MRESOF the market value of 3,917 shares of BRN common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRESOF and MRESOF will pay to Broker a finance charge.

On August 19, 2005, Advisors entered into a cash settled equity swap agreement with a Broker on behalf of Mercury Real

These swap arrangements were entered into by Advisors on behalf of MRES and MRESOF. Mr. Jarvis disclaims beneficial **(5)** ownership of the securities held directly by MRES and MRESOF except to the extent of the pecuniary interest, if any, in such

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securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES and MRESOF, 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).

These swap arrangements were entered into by Advisors on behalf of MRES and MRESOF. Mr. MacLean disclaims beneficial ownership of the securities held directly by MRES and MRESOF except to the extent of the pecuniary interest, if any, in such securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES and MRESOF, 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).

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.

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