

BRENTWOOD ASSOCIATES PRIVATE EQUITY III LP
 Form 4
 May 13, 2005

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 *
 Brentwood-Zumiez Investors, LLC

2. Issuer Name and Ticker or Trading Symbol
 Zumiez Inc [ZUMZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

11150 SANTA MONICA
 BLVD., SUITE 1200

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/11/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(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

LOS ANGELES, CA 90025

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common stock | 05/11/2005 | | S | V Amount 1,285,735 D Price \$ 16.74 | 3,010,795 (1) D | D | |

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

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SEC 1474
 (9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------|
| | Director | 10% Owner | Officer | Other |
| Brentwood-Zumiez Investors, LLC 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |
| BAPE III EXECUTIVE FUND L P 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | | | Affiliate of 10% owner |
| BRENTWOOD ASSOCIATES PRIVATE EQUITY III LP 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | | | Affiliate of 10% owner |
| Brentwood Associates Private Equity III-A, L.P. 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | | | Affiliate of 10% owner |
| Brentwood Private Equity III, LLC 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025 | | X | | |

Signatures

William M. Barnum, Jr., authorized representative 05/11/2005

**Signature of Reporting Person Date

William M. Barnum, Jr., authorized representative 05/11/2005

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| William M. Barnum, Jr., authorized representative | 05/11/2005 |
| <u>Signature of Reporting Person</u> | Date |
| William M. Barnum, Jr., authorized representative | 05/11/2005 |
| <u>Signature of Reporting Person</u> | Date |
| William M. Barnum, Jr., authorized representative | 05/11/2005 |
| <u>Signature of Reporting Person</u> | 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) Reflects securities held by Brentwood-Zumiez Investors, LLC. Brentwood Private Equity III, LLC is the general partner of Brentwood Associates Private Equity III, L.P., Brentwood Associates Private Equity III-A, L.P. and BAPE III Executive Fund, L.P., which collectively hold all of the membership interests of Brentwood-Zumiez Investors, LLC. BAPE III Executive Fund, L.P., Brentwood Associates Private Equity III, L.P. and Brentwood Associates Private Equity III-A, L.P. disclaim beneficial ownership of these securities, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such reporting persons are the beneficial owners of the securities for Section 16 purposes of for any other purpose.

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.