

BJs RESTAURANTS INC
Form 4
March 14, 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 *
TILLEY WILLIAM H

(Last) (First) (Middle)

2200 WEST VALLEY BLVD.

(Street)

ALHAMBRA, CA 91803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BJs RESTAURANTS INC [BJRI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, no par value | | | | V | 643,418 | D | |
| Common Stock, no par value | | | | V | 1,073,400 | D ⁽¹⁾ | |
| Common Stock, no par value | | | | V | 2,624,129 | I | By The Jacmar Companies ^{(1) (2)} |
| Common Stock, no par value | | | | V | 4,000 | I | By Bethany Commercial |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-----|---|----------|---------|---------------------------|---|
| par value | | | | | | | | Center Partnership (3) | |
| Common Stock, no par value | 03/13/2006 | | P | 300 | A | \$ 24.94 | 17,631 | I | By son (4) |
| Common Stock, no par value | | | | | | | 8,000 | I | By daughter (4) |
| Common Stock, no par value | | | | | | | 4,000 | I | By Jacmar & Jaksick Investment Company (2) |
| Common Stock, no par value | | | | | | | 3,000 | I | By TNT Long Beach Partners (5) |
| Common Stock, no par value | 03/14/2006 | | P | 300 | A | \$ 24.94 | 2,200 | I | By Nadine B. Tilley and William H. Tilley TTEE FBO Nadine B. Tilley Trust UDT 1/21/2003 |
| Common Stock, no par value | | | | | | | 111,300 | I | By The William Tilley Family Foundation |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | |
|------|-------------|------------|-------|--------|
| | Date | Expiration | Title | Amount |
| | Exercisable | Date | | or |
| | | | | Number |
| Code | V | (A) | (D) | of |
| | | | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TILLEY WILLIAM H 2200 WEST VALLEY BLVD. ALHAMBRA, CA 91803 | | X | | |

Signatures

| | |
|---|------------|
| Dianne Scott Attorney-in-fact for William H. Tilley | 03/14/2006 |
| **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) On May 2, 2005, BJ Chicago LLC distributed all of its shares of BJ's Restaurants Common Stock pro rata to its members in connection with the planned dissolution of BJ Chicago. The members now hold directly the same number of shares of BJ's Restaurants Common Stock that they previously held indirectly through BJ Chicago.
 - (2) The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (3) The reporting person is the general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (4) The reporting person disclaims beneficial ownership of these securities.
 - (5) The reporting person is the majority owner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.

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.