

BRASSFIELD SHANN
Form 4
August 07, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BRASSFIELD SHANN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 1198
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2009

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

LOS GATOS, CA 95031

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

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 8,402 | D | |
| Common Stock | | | | | 102,300 | D ⁽³⁾ | |
| Common Stock | 08/05/2009 | | S | | 165,303 ⁽⁵⁾ | D | \$ 17.3637 |
| | | | | | 333,700 | I | Golden Resorts, Inc. ⁽⁴⁾ |
| Common Stock | 08/06/2009 | | S | | 162,100 ⁽⁵⁾ | D | \$ 16.5162 |
| | | | | | 171,600 | I | Golden Resorts, Inc. ⁽⁴⁾ |
| Common Stock | 08/07/2009 | | S | | 109,200 | D | \$ 62,400 |
| | | | | | 62,400 | I | Golden |

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Stock (5) 16.2853 Resorts, Inc. (4)

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. SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Options (right to buy) | \$ 12.61 | | | | | 01/15/2005 01/15/2014 | Common Stock 5,7 (1) |
| Non-Qualified Stock Options (right to buy) | \$ 2.875 | | | | | 01/26/2002 01/26/2011 | Common Stock 25,0 (1) |
| Non-Qualified Stock Options (right to buy) | \$ 9.2 | | | | | 06/19/2003 06/19/2012 | Common Stock 10,0 (1) |
| Non-Qualified Stock Options (right to buy) | \$ 10 | | | | | 06/19/2004 06/19/2013 | Common Stock 10,0 (1) |
| Non-Qualified Stock Option(right to buy) | \$ 14.94 | | | | | 01/15/2006 01/15/2015 | Common Stock 5,1 (2) |
| Non-Qualified Stock Options(right to buy) | \$ 23.61 | | | | | 01/17/2007 01/17/2016 | Common Stock 3,1 (2) |
| Non-Qualified Stock Options(right to buy) | \$ 20.81 | | | | | 01/16/2008 01/16/2017 | Common Stock 4,4 (2) |

to buy)

| | | | | | | | | | |
|-----------------------------|----------|------------|---|-------|--|------------|------------|--------------|-----|
| Non-Qualified Stock Options | \$ 12.78 | | | | | 01/15/2009 | 01/15/2018 | Common Stock | 6,8 |
| Non-Qualified Stock Options | \$ 9.37 | 01/15/2009 | A | 6,481 | | 01/15/2010 | 01/15/2019 | Common Stock | 6,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRASSFIELD SHANN P.O. BOX 1198 LOS GATOS, CA 95031 | | X | | |

Signatures

Dianne Scott, Attorney-in-fact for Shann M. Brassfield 08/07/2009

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) The options vest 20% per year beginning on the first anniversary of the date of grant.
- (2) The options vest 33 1/3% per year beginning on the first anniversary of the date of grant.
- (3) Mr. Shann Brassfield is the sole trustee of the Shann Michael Brassfield Revocable Trust.
- (4) The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
- (5) These shares represent shares sold by Golden Resorts, Inc, an affiliate of Mr. Brassfield.

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.