BJs RESTAURANTS INC

Form 4

January 20, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRASSFIELD SHANN** Issuer Symbol BJs RESTAURANTS INC [BJRI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title P.O. BOX 1198 01/15/2009 below) 6. Individual or Joint/Group Filing(Check (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOS GATOS, CA 95031 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	actionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Code v	Amount	(D)	Price			
Common							8,402	D	
Stock							0,102	_	
Common									
Common							102,300	D (3)	
Stock							. ,	_	

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

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Inc. (4)

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number.

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number on f 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 A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
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
Non-Qualified Stock Options (right to buy)	\$ 9.2					06/19/2003	06/19/2012	Common Stock	10,0
Non-Qualified Stock Options (right to buy)	\$ 10					06/19/2004	06/19/2013	Common Stock	10,0
Non-Qualified Stock Option(right to buy)	\$ 14.94					01/15/2006	01/15/2015	Common Stock	5,1 <u>(2</u>
Non-Qualified Stock Options(right to buy)	\$ 23.61					01/17/2007	01/17/2016	Common Stock	3,1
Non-Qualified Stock Options(right to buy)	\$ 20.81					01/16/2008	01/16/2017	Common Stock	4,4 <u>(2</u>
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

Director 10% Owner Officer Other

BRASSFIELD SHANN
P.O. BOX 1198
X
LOS GATOS, CA 95031

Signatures

Dianne Scott, Attorney-in-fact for Shann

Brassfield 01/20/2009

**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.

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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