

BRASSFIELD SHANN

Form 4

February 10, 2006

FORM 4UNITED 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 SECURITIESFiled 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 SHANN2. 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

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

01/17/2006

☒ Director ☐ 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
☐ Form filed by More than One Reporting Person

LOS GATOS, CA 95031

(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)
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Common Stock

4,002 D

Common Stock

102,300 D ⁽³⁾

Common Stock

2,594 I

Joann Brassfield Charitable Giving Foundation ⁽⁴⁾

Common Stock

499,003 I

Golden Resorts, Inc.

(4)

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
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 (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	01/17/2006		A	3,155	01/17/2007	01/17/2016	Common Stock 3,1 (2)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

X

Signatures

Dianne Scott, Attorney-in-fact for Shann
Brassfield

02/09/2006

__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) 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.
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