

DAL POZZO JAMES
Form 4
January 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
DAL POZZO JAMES

(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)
01/15/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 16,324 | D | |
| Common Stock | | | | (A) or (D) | 1,678,519 | I | The Jacmar Companies ⁽¹⁾ |
| Common Stock | | | | (A) or (D) | 26,913 | I | The John Tilley 1992 Trust ⁽¹⁾ |
| Common Stock | | | | (A) or (D) | 17,313 | I | The Nicole Tilley 1992 Trust ⁽¹⁾ |

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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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Non-Qualified Stock Options (right to buy) | \$ 10 | | | | | 06/19/2004 ⁽²⁾ | 06/19/2013 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 12.61 | | | | | 01/15/2005 ⁽²⁾ | 01/15/2014 | Common Stock | 5 |
| Non-Qualified Stock Option (right to buy) | \$ 14.94 | | | | | 01/15/2006 ⁽³⁾ | 01/15/2015 | Common Stock | 5 |
| Non-Qualified Stock Options(right to buy) | \$ 23.61 | | | | | 01/17/2007 ⁽³⁾ | 01/17/2016 | Common Stock | 3 |
| Non-Qualified Stock Options(right to buy) | \$ 20.81 | | | | | 01/16/2008 ⁽³⁾ | 01/16/2017 | Common Stock | 4 |
| Non-Qualified Stock Options | \$ 12.78 | | | | | 01/15/2009 ⁽³⁾ | 01/15/2018 | Common Stock | 6 |
| Non-Qualified Stock Options | \$ 9.37 | | | | | 01/15/2010 ⁽³⁾ | 01/15/2019 | Common Stock | 6 |
| Common Stock | \$ 22.14 | | | | | 01/15/2011 ⁽³⁾ | 01/15/2020 | Common Stock | 5 |
| Non-Qualified Stock Options | \$ 35.78 | | | | | 01/18/2012 ⁽³⁾ | 01/18/2021 | Common Stock | 2 |

| | | | | | | | |
|--------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|
| Non-Qualified Stock Options | \$ 45.37 | 01/15/2012 | A | 2,483 | 01/15/2013 ⁽³⁾ | 01/15/2022 | Common Stock |
|--------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAL POZZO JAMES 2200 WEST VALLEY BLVD. ALHAMBRA, CA 91803 | | X | | |

Signatures

| | |
|---|---------------------|
| /s/Dianne Scott, Attorney-in-fact for James A. Dal Pozzo | 01/17/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
- (2) The options vest 20% per year beginning on the first anniversary of the date of grant.
- (3) The options vest 33 1/3% per year beginning on the first anniversary of the date of grant.

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.