

ALEXANDERS J CORP
Form 4
September 21, 2012

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 *
STOUT LONNIE J II

2. Issuer Name and Ticker or Trading Symbol
ALEXANDERS J CORP [JAX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3401 WEST END AVE., SUITE 260
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & CEO

NASHVILLE, TN 37203

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	09/19/2012		U		172,214	D	\$ 14.5
Common Stock	09/19/2012		U		10,792.1723	D	\$ 14.5
							J. Alexander's Corporation Employee Stock Ownership Plan

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 13.09	09/19/2012		D		12,500		<u>(1)</u>	05/15/2014	Common Stock	12,500
Stock Option (Right to Buy)	\$ 6.1	09/19/2012		D		22,500		<u>(2)</u>	07/24/2015	Common Stock	22,500
Stock Option (Right to Buy)	\$ 8.22	09/19/2012		D		10,000		12/21/2005	12/21/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 9.5	09/19/2012		D		40,000		12/21/2005	12/21/2015	Common Stock	40,000
Stock Option (Right to Buy)	\$ 4.1	09/19/2012		D		160,000		<u>(3)(5)</u>	11/23/2016	Common Stock	160,000
Stock Option (Right to Buy)	\$ 5.5	09/19/2012		D		100,000		<u>(4)(5)</u>	08/08/2018	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STOUT LONNIE J II
3401 WEST END AVE,
SUITE 260
NASHVILLE, TN 37203

President & CEO

Signatures

Mark A. Parkey, Attorney
in Fact

09/21/2012

__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 option vested on May 15, 2011.
- (2) The option vested in four equal installments on July 24, 2009, 2010, 2011 and 2012.
- (3) The option was scheduled to vest in four equal installments on November 23, 2010, 2011, 2012 and 2013.
- (4) The option was scheduled to vest in four equal installments on August 8, 2012, 2013, 2014, 2015.

The option became fully vested and exercisable in accordance with its terms and pursuant to the terms of that certain Amended and Restated Agreement and Plan of Merger, dated July 30, 2012, by and among the Company, Fidelity National Financial, Inc., a Delaware corporation ("Fidelity"), and certain affiliates of Fidelity (the "Merger Agreement"), on September 19, 2012, following the completion of the tender offer (the "Tender Offer") commenced by New Athena Merger Sub, Inc., a Tennessee corporation and an indirect, wholly owned subsidiary of Fidelity.

- (6) The option was canceled pursuant to the terms of the Merger Agreement in exchange for a cash payment equal to the difference between the offer price in the Tender Offer (\$14.50) and the exercise price per option, less any required withholding taxes.

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.