

LEWIS R GREGORY
Form 4
September 21, 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 *
LEWIS R GREGORY

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 AVENUE, SUITE 260

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

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

Vice President - Finance & Sec

(Street)
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 | 08/10/2012 | | G | V | 1,147 | D | \$ 0 57,223 | D | |
| Common Stock | 09/17/2012 | | G | V | 2,500 | D | \$ 0 54,723 | D | |
| Common Stock | 09/19/2012 | | U | | 41,334 | D | \$ 14.5 13,389 | D | |
| Common Stock | 09/19/2012 | | U | | 355 | D | \$ 14.5 0 | I | Shares held by mother over which Mr. Lewis has power of |

| | | | | | | | | | |
|-----------------|------------|--|---|------------|---|------------|---|---|--|
| Common Stock | 09/19/2012 | | U | 8,629.0665 | D | \$ 14.5 | 0 | I | attorney J. Alexander's Corporation Employee Stock Ownership Plan |
|-----------------|------------|--|---|------------|---|------------|---|---|--|

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.

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(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) | Amount or Number of Shares | |
|---|--|---|---|---|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 13.09 | 09/19/2012 | | D | 6,250 | <u>(1)</u> | 05/15/2014 | Common Stock | 6,250 |
| Stock Option (Right to Buy) | \$ 6.1 | 09/19/2012 | | D | 15,000 | <u>(2)</u> | 07/24/2015 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 8.22 | 09/19/2012 | | D | 30,000 | 12/21/2005 | 12/21/2015 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 9.5 | 09/19/2012 | | D | 10,000 | 12/21/2005 | 12/21/2015 | Common Stock | 10,000 |
| Stock Option (Right to | \$ 4.1 | 09/19/2012 | | D | 20,000 | <u>(3)(5)</u> | 11/23/2016 | Common Stock | 20,000 |

Buy)
 Stock
 Option (Right to Buy) \$ 5.5 09/19/2012 D 35,000 (4)(5) 08/08/2018 Common Stock 35,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS R GREGORY 3401 WEST END AVENUE, SUITE 260 NASHVILLE, TN 37203 | | | Vice President - Finance & Sec | |

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, and 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, as amended by the First Amendment, dated September 5, 2012, (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.