

BJs RESTAURANTS INC

Form 4

December 28, 2005

FORM 4**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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TILLEY WILLIAM H

(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)

12/27/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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)
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Common
Stock, no
par value

643,418 D

Common
Stock, no
par value

12/27/2005

G 1,800 D \$ 23.4 1,083,400 D (1)

Common
Stock, no
par value

2,624,129 I

By The
Jacmar
Companies
(1) (2)

Common
Stock, no

4,000 I

By Bethany
Commercial

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par value				Center Partnership (3)
Common Stock, no par value	15,031	I		By son (4)
Common Stock, no par value	7,700	I		By daughter (4)
Common Stock, no par value	4,000	I		By Jacmar & Jaksick Investment Company (2)
Common Stock, no par value	1,000	I		By TNT Long Beach Partners (5)
Common Stock, no par value	1,900	I		By Nadine B. Tilley and William H. Tilley TTEE FBO Nadine B. Tilley Trust UDT 1/21/2003
Common Stock, no par value	111,300	I		By The William Tilley Family Foundation

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TILLEY WILLIAM H 2200 WEST VALLEY BLVD. ALHAMBRA, CA 91803		X		

Signatures

Dianne Scott Attorney-in-fact for William H. Tilley	12/28/2005
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__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).

- On May 2, 2005, BJ Chicago LLC distributed all of its shares of BJ's Restaurants Common Stock pro rata to its members in connection with the planned dissolution of BJ Chicago. The members now hold directly the same number of shares of BJ's Restaurants Common Stock that they previously held indirectly through BJ Chicago.
- (1) with the planned dissolution of BJ Chicago. The members now hold directly the same number of shares of BJ's Restaurants Common Stock that they previously held indirectly through BJ Chicago.
 - (2) The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (3) The reporting person is the general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (4) The reporting person disclaims beneficial ownership of these securities.
 - (5) The reporting person is the majority owner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (6) On December 27, 2005, Mr. Tilley gifted 900 shares to his son and 900 shares to his daughter.

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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