

BJs RESTAURANTS INC
Form 4
January 22, 2009

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 *
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)
01/16/2009

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|
| Common Stock, no par value | | | | (A) or (D) | Code V Amount (D) Price | 1,502,964 | D ⁽⁶⁾ |
| Common Stock, no par value | | | | | | 2,624,129 | I By The Jacmar Companies ⁽¹⁾ |
| Common Stock, no par value | 01/16/2009 | | J ⁽²⁾ | 4,000 D | \$ 0 0 | I | By Bethany Commercial Center Partnership ⁽²⁾ |
| | | | | | | 24,313 | I By son ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|--|--|--|--------|---|--|-----------------------------------------------------------------------------------------|--|
| Common Stock, no par value | | | | | | | | |
| Common Stock, no par value | | | | 14,713 | I | | By daughter <u>(4)</u> | |
| Common Stock, no par value | | | | 4,000 | I | | By Jacmar & Jaksick Investment Company <u>(1)</u> | |
| Common Stock, no par value | | | | 4,000 | I | | By TNT Long Beach Partners <u>(5)</u> | |
| Common Stock, no par value | | | | 2,200 | I | | By Nadine B. Tilley and William H. Tilley TTEE FBO Nadine B. Tilley Trust UDT 1/21/2003 | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of Shares | | |

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 01/22/2009

__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 reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
The transaction is a partnership distribution by the partnership that owns the securities to certain of its partners. The reporting person is the general partner of the partnership that owns the referenced securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
 - (2) Mr. Tilley's son has holdings as follows: 10,400 shares in a 1992 Trust, 8,000 shares in a personal account and 700 shares in a Roth IRA. The reporting person disclaims beneficial ownership of these securities.
 - (3) Mr. Tilley's daughter has holdings as follows: 2,200 shares in a 1992 Trust, 7,000 shares in a personal account and 300 shares in a Roth IRA. The reporting person disclaims beneficial ownership of these securities.
 - (4) 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.
 - (5) Mr. Tilley's direct holdings are as follows: 1,487,964 with the William H. Tilley Trust and 15,000 shares in the William Tilley Jacmar SEP IRA.
 - (6)

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.