

GRUNDHOFER JOHN F
Form 4
February 18, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRUNDHOFER JOHN F

2. Issuer Name and Ticker or Trading Symbol
BJs RESTAURANTS INC [BJRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 SOUTH SIXTH STREET, SUITE 1160

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2011

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

(Street)

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

MINNEAPOLIS, MN 55402

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 55,059 | I | By Trust |
| Common Stock | 02/18/2011 | | M | 2,000 A \$ 10 | 2,000 | D | |
| Common Stock | 02/18/2011 | | S | 580 D \$ 36.48 | 1,420 | D | |
| Common Stock | 02/18/2011 | | M | 2,307 A \$ 12.61 | 2,307 | D | |
| Common Stock | 02/18/2011 | | S | 843 D \$ 36.49 | 1,464 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 02/18/2011 | M | 6,879 | A | \$ 12.78 | 6,879 | D |
| Common Stock | 02/18/2011 | S | 2,542 | D | \$ 36.41 | 4,337 | D |
| Common Stock | 02/18/2011 | M | 4,321 | A | \$ 9.37 | 4,321 | D |
| Common Stock | 02/18/2011 | S | 1,172 | D | \$ 36.33 | 3,149 | D |

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 |
| Non-Qualified Stock Options | \$ 22.14 | | | | | 01/15/2011 ⁽²⁾ 01/15/2020 | Common Stock |
| Non-Qualified Stock Options (right to buy) | \$ 14.94 | | | | | 01/15/2006 ⁽²⁾ 01/15/2015 | Common Stock |
| Non-Qualified Stock Options | \$ 12.61 | 02/18/2011 | | M | 2,307 | 01/15/2005 ⁽¹⁾ 01/15/2014 | Common Stock |
| Non-Qualified Stock Options(right to buy) | \$ 10 | 02/18/2011 | | M | 2,000 | 06/19/2004 ⁽¹⁾ 06/19/2013 | Common Stock |
| Non-Qualified Stock Options(right to buy) | \$ 23.61 | | | | | 01/17/2007 ⁽²⁾ 01/17/2016 | Common Stock |
| Non-Qualified | \$ 20.81 | | | | | 01/16/2008 ⁽²⁾ 01/16/2017 | Common |

| Stock Options(right to buy) | | | | | | | | Stock |
|-----------------------------|----------|------------|---|-------|---------------------------|------------|--|--------------|
| Non-Qualified Stock Options | \$ 12.78 | 02/18/2011 | M | 6,879 | 01/15/2009 ⁽²⁾ | 01/15/2018 | | Common Stock |
| Non-Qualified Stock Options | \$ 9.37 | 02/18/2011 | M | 4,321 | 01/15/2010 ⁽²⁾ | 01/15/2019 | | Common Stock |
| Non-Qualified Stock Options | \$ 35.78 | | | | 01/18/2012 ⁽²⁾ | 01/18/2021 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRUNDHOFER JOHN F 200 SOUTH SIXTH STREET SUUITE 1160 MINNEAPOLIS, MN 55402 | X | | | |

Signatures

Dianne Scott, Attorney-in-fact for John F. Grundhofer
 Signature: _____ Date: 02/18/2011
**Signature of Reporting Person

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 options vest 20% per year beginning on the first anniversary of the date of grant.
- (2) The options vest at 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.