

ALEXANDERS J CORP

Form 4

September 21, 2012

**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 \*  
**DUNCAN E TOWNES**

(Last) (First) (Middle)

**C/O SOLIDUS COMPANY,  
L.P., 4015 HILLSBORO PIKE,  
SUITE 214**

(Street)

**NASHVILLE, TN 37215**

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 09/19/2012                           |                                                    | U                              |                                                                   | 6,208   | D \$ 14.5        | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 09/19/2012                           |                                                    | U                              |                                                                   | 4,800   | D \$ 14.5        | 0                                                                                             | I                                                        | By Spouse                                             |
| Common Stock                    | 09/19/2012                           |                                                    | U                              |                                                                   | 2,160   | D \$ 14.5        | 0                                                                                             | I                                                        | By Parent                                             |
| Common Stock                    | 09/19/2012                           |                                                    | U                              |                                                                   | 177,046 | D \$ 14.5        | 0                                                                                             | I                                                        | See footnote (2)                                      |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>Amount<br>or<br>Number<br>of<br>Shares |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                        | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.25                                                               | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/22/2004                                                          | 07/22/2013         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.61                                                               | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/21/2005                                                          | 07/21/2014         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.03                                                               | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/26/2006                                                          | 07/26/2015         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.67                                                               | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/25/2007                                                          | 07/25/2016         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.33                                                              | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/24/2008                                                          | 07/24/2017         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 6.1                                                                | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/24/2009                                                          | 07/24/2018         | Common<br>Stock                              | 1,000                                  |
| Stock<br>Option                                     | \$ 4.69                                                               | 09/19/2012                              |                                                             | D                                       |                                                                                                                 | 1,000                                                          |     | 07/23/2010                                                          | 07/23/2019         | Common<br>Stock                              | 1,000                                  |

(Right to  
Buy)

Stock

Option  
(Right to  
Buy)

\$ 4.09

09/19/2012

D

1,000

08/18/2011

08/18/2020

Common  
Stock

1,000

Stock

Option  
(Right to  
Buy)

\$ 5.5

09/05/2012

D

1,000

08/08/2012

08/08/2021

Common  
Stock

1,000

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director   10% Owner   Officer   Other

DUNCAN E TOWNES  
C/O SOLIDUS COMPANY, L.P.  
4015 HILLSBORO PIKE, SUITE 214  
NASHVILLE, TN 37215

X

## Signatures

/s/ 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 was canceled 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. The option was canceled pursuant to 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.

(2) Represents the shares held directly by Solidus Company, L.P. ("Solidus"), and Tennessee limited partnership. Mr. Duncan is the Chief Executive Officer of Solidus General Partner, LLC, which is the general partner of Solidus. Mr. Duncan disclaims beneficial ownership of any such shares that do not reflect his proportionate interest in Solidus.

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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