

BJs RESTAURANTS INC
Form 4
January 19, 2016

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 *
Walsh Patrick

(Last) (First) (Middle)

7755 CENTER AVENUE, SUITE 300

(Street)

HUNTINGTON BEACH, CA 92647

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, no par value	01/15/2016		A	943 ⁽¹⁾ A \$ 0	18,453	D	
Common Stock, no par value					3,000	I	By PW Partners Master Fund (QP) LP ⁽²⁾
Common Stock, no par value					43,000	I	By Separately Managed Account ⁽³⁾

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Common Stock, no par value	14,085	I	By PW Partners Master Fund LP ⁽⁴⁾
Common Stock, no par value	29,950	I	By PW Partners Atlas Fund LP ⁽⁵⁾
Common Stock, no par value	37,550	I	By PW Partners Atlas Fund III LP ⁽⁶⁾
Common Stock, no par value	1,230,509	I	By PW Partners Atlas Fund II LP ⁽⁷⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Options	\$ 42.41	01/15/2016		A	2,787 <u>(8)</u>	01/15/2017	01/15/2026	Common Stock	2,787		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Walsh Patrick
7755 CENTER AVENUE
SUITE 300
HUNTINGTON BEACH, CA 92647

X

Signatures

/s/Jake J. Guild, attorney-in-fact for Patrick D.
Walsh

01/19/2016

__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) These units represent a restricted stock award vesting in three equal annual installments beginning on January 15, 2017. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

Represents securities owned directly by PW Partners Master Fund (QP) LP ("Master Fund QP"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Partners Capital Management LLC ("PW Capital Management"), the Investment Manager of Master Fund QP, and as the Managing Member and Chief Executive Officer of PW Partners, LLC ("PW Partners GP"), the General Partner of Master Fund QP, may be deemed to beneficially own the securities owned directly by Master Fund QP. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Represents securities held in an account (the "Separately Managed Account") separately managed by PW Capital Management. The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of the Separately Managed Account, may be deemed to beneficially own the securities held in the Separately Managed Account. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) Represents securities owned directly by PW Partners Master Fund LP ("Master Fund"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Master Fund, and as the Managing Member and Chief Executive Officer of PW Partners GP, the General Partner of Master Fund, may be deemed to beneficially own the securities owned directly by Master Fund. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (4) Represents securities owned directly by PW Partners Atlas Fund LP ("Atlas Fund I"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund I, and as the Managing Member and Chief Executive Officer of PW Partners Atlas Funds, LLC ("Atlas Fund GP"), the General Partner of Atlas Fund I, may be deemed to beneficially own the securities owned directly by Atlas Fund I. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5) Represents securities owned directly by PW Partners Atlas Fund III LP ("Atlas Fund III"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund III, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund III, may be deemed to beneficially own the securities owned directly by Atlas Fund III. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (6) Represents securities owned directly by PW Partners Atlas Fund II LP ("Atlas Fund II"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund II, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund II, may be deemed to beneficially own the securities owned directly by Atlas Fund II. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (7) The options vest 33 1/3% per year beginning on January 15, 2016.
- (8)

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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