

BJs RESTAURANTS INC
Form 4
August 10, 2006

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 *
BRASSFIELD SHANN

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2006

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

P.O. BOX 1198

(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

LOS GATOS, CA 95031

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 08/10/2006 | | P | V Amount (A) or (D) Price 1,000 A \$ 18.46 | 7,502 | D | |
| Common Stock | | | | | 102,300 | D ⁽³⁾ | |
| Common Stock | | | | | 2,594 | I | Joann Brassfield Charitable Giving Foundation ⁽⁴⁾ |
| Common Stock | | | | | 499,003 | I | Golden Resorts, Inc. |

(4)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Options (right to buy) | \$ 12.61 | | | | | 01/15/2005 | 01/15/2014 | Common Stock | 5,769 <u>(1)</u> |
| Non-Qualified Stock Options (right to buy) | \$ 2.875 | | | | | 01/26/2002 | 01/26/2011 | Common Stock | 25,000 |
| Non-Qualified Stock Options (right to buy) | \$ 9.2 | | | | | 06/19/2003 | 06/19/2012 | Common Stock | 10,000 <u>(1)</u> |
| Non-Qualified Stock Options (right to buy) | \$ 10 | | | | | 06/19/2004 | 06/19/2013 | Common Stock | 10,000 <u>(1)</u> |
| Non-Qualified Stock Option(right to buy) | \$ 14.94 | | | | | 01/15/2006 | 01/15/2015 | Common Stock | 5,155 <u>(2)</u> |
| Non-Qualified Stock Options(right to buy) | \$ 23.61 | | | | | 01/17/2007 | 01/17/2016 | Common Stock | 3,155 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRASSFIELD SHANN P.O. BOX 1198 LOS GATOS, CA 95031 | | X | | |

Signatures

| | |
|--|------------|
| Dianne Scott, Attorney-in-fact for Shann Brassfield | 08/10/2006 |
| <u> </u> 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 options vest 20% per year beginning on the first anniversary of the date of grant.
- (2) The options vest 33 1/3% per year beginning on the first anniversary of the date of grant.
- (3) Mr. Shann Brassfield is the sole trustee of the Shann Michael Brassfield Revocable Trust.
- (4) The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.

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.