

DAL POZZO JAMES

Form 4

August 31, 2009

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 *
DAL POZZO JAMES

(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)

08/28/2009

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)
Common Stock				(A) or (D)	102,800	D	
Common Stock					2,624,129	I	The Jacmar Companies (1)
Common Stock					24,313	I	The John Tilley 1992 Trust (1)
Common Stock					14,713	I	The Nicole Tilley 1992 Trust (1)

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Non-Qualified Stock Options	08/28/2009	M	25,000	A	\$ 2.875	25,000	D
Non-Qualified Stock Options	08/28/2009	S	25,000	D	\$ 17.29	0	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 Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.61					01/15/2005 ⁽²⁾ 01/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.875	08/28/2009		M	25,000	01/26/2002 01/26/2011	Common Stock
Non-Qualified Stock Options(right to buy)	\$ 9.2					06/19/2003 ⁽²⁾ 06/19/2012	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 10					06/19/2004 ⁽²⁾ 06/19/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.94					01/15/2006 ⁽³⁾ 01/15/2015	Common Stock
Non-Qualified Stock Options(right to buy)	\$ 23.61					01/17/2007 ⁽³⁾ 01/17/2016	Common Stock
Non-Qualified Stock Options(right	\$ 20.81					01/16/2008 ⁽³⁾ 01/16/2017	Common Stock

to buy)

Non-Qualified Stock Options	\$ 12.78					01/15/2009 ⁽³⁾	01/15/2018	Common Stock
Non-Qualified Stock Options	\$ 9.37	01/15/2009		A	6,481	01/15/2010	01/15/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAL POZZO JAMES 2200 WEST VALLEY BLVD. ALHAMBRA, CA 91803			X	

Signatures

Dianne Scott, Attorney-in-fact for James A. Dal Pozzo

08/31/2009

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

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