

BRASSFIELD SHANN
Form 4
March 11, 2010

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)
P.O. BOX 1198

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2010

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

LOS GATOS, CA 95031

(City) (State) (Zip)

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

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 | | | | | 8,402 | D | |
| Common Stock | | | | | 102,300 | D ⁽³⁾ | |
| Non-qualified stock option | 03/11/2010 | | M | 10,000 A | \$ 9.2 10,000 | D | |
| Non-qualified stock option | 03/11/2010 | | S | 10,000 D | \$ 23.039 0 | D | |
| Non-qualified stock option | 03/11/2010 | | M | 5,769 A | \$ 12.61 5,769 | D | |
| | 03/11/2010 | | S | 5,769 D | 0 | D | |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|-----------|-----------|---|--|
| Non-qualified stock option | | | | | | \$ 23.039 | | |
| Non-qualified stock option | 03/11/2010 | M | 10,000 | A | \$ 10 | 10,000 | D | |
| Non-qualified stock option | 03/11/2010 | S | 10,000 | D | \$ 23.039 | 0 | D | |
| Non-qualified stock option | 03/11/2010 | M | 5,155 | A | \$ 14.94 | 5,155 | D | |
| Non-qualified stock option | 03/11/2010 | S | 5,155 | D | \$ 23.039 | 0 | D | |
| Non-qualified stock option | 03/11/2010 | M | 4,443 | A | \$ 20.81 | 4,443 | D | |
| Non-qualified stock option | 03/11/2010 | S | 4,443 | D | \$ 23.039 | 0 | D | |
| Non-qualified stock option | 03/11/2010 | M | 4,586 | A | \$ 12.78 | 4,586 | D | |
| Non-qualified stock option | 03/11/2010 | S | 4,586 | D | \$ 23.039 | 0 | D | |
| Non-qualified stock option | 03/11/2010 | M | 2,160 | A | \$ 9.37 | 2,160 | D | |
| Non-qualified stock option | 03/11/2010 | S | 2,160 | D | \$ 23.039 | 0 | D | |

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.

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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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Options | \$ 22.14 | | | | | 01/15/2011 | 01/15/2020 | Common Stock | 5, |

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| | | | | | | | | |
|--------------------------------------------|----------|------------|---|--------|------------|------------|--------------|----|
| Non-Qualified Stock Options (right to buy) | \$ 9.2 | 03/11/2010 | M | 10,000 | 06/19/2003 | 06/19/2012 | Common Stock | 10 |
| Non-Qualified Stock Options (right to buy) | \$ 12.61 | 03/11/2010 | M | 5,769 | 01/15/2005 | 01/15/2014 | Common Stock | 5, |
| Non-Qualified Stock Options (right to buy) | \$ 10 | 03/11/2010 | M | 10,000 | 06/19/2004 | 06/19/2013 | Common Stock | 10 |
| Non-Qualified Stock Option(right to buy) | \$ 14.94 | 03/11/2010 | M | 5,155 | 01/15/2006 | 01/15/2015 | Common Stock | 5, |
| Non-Qualified Stock Options(right to buy) | \$ 23.61 | | | | 01/17/2007 | 01/17/2016 | Common Stock | 3, |
| Non-Qualified Stock Options(right to buy) | \$ 20.81 | 03/11/2010 | M | 4,443 | 01/16/2008 | 01/16/2017 | Common Stock | 4, |
| Non-Qualified Stock Options | \$ 12.78 | 03/11/2010 | M | 4,586 | 01/15/2009 | 01/15/2018 | Common Stock | 6, |
| Non-Qualified Stock Options | \$ 9.37 | 03/11/2010 | M | 2,160 | 01/15/2010 | 01/15/2019 | Common Stock | 6, |

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 M. Brassfield
03/11/2010

**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.

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(3) Mr. Shann Brassfield is the sole trustee of the Shann Michael Brassfield Revocable Trust.

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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