

BJs RESTAURANTS INC
Form 4
August 17, 2015

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)

141 W. JACKSON BLVD., STE. 1702

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, no par value | 08/13/2015 | | P | 10,000 A \$ 46.62 | 31,500 | I | By Separately Managed Account ⁽¹⁾ |
| Common Stock, no par value | 08/13/2015 | | P | 500 A \$ 46.33 | 32,000 | I | By Separately Managed Account ⁽¹⁾ |
| Common Stock, no par value | | | | | 29,200 | I | By PW Partners Atlas Fund LP ⁽²⁾ |

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| | | | |
|----------------------------|-----------|---|---|
| Common Stock, no par value | 1,230,509 | I | By PW Partners Atlas Fund II LP ⁽³⁾ |
| Common Stock, no par value | 13,585 | I | By PW Partners Master Fund LP ⁽⁴⁾ |
| Common Stock, no par value | 36,800 | I | By PW Partners Atlas Fund III LP ⁽⁵⁾ |
| Common Stock, no par value | 17,510 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Patrick 141 W. JACKSON BLVD. STE. 1702 | X | | | |

CHICAGO, IL 60604

Signatures

By: /s/ Patrick
Walsh

08/17/2015

__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).

Represents securities held in an account (the "Separately Managed Account") separately managed by PW Partners Capital Management LLC ("PW Capital Management"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital

(1) 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.

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

(2) 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.

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

(3) 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.

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

(4) and Chief Executive Officer of PW Partners, LLC, 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.

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

(5) 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.

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.