

SHENNAN JAMES G JR

Form 4

July 05, 2012

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHENNAN JAMES G JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
P F CHANGS CHINA BISTRO INC  
[PFCB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

7676 E. PINNACLE PEAK ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/02/2012

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

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

SCOTTSDALE, AZ 85255

(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. 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 Price			
Common Stock <sup>(1)</sup>	07/02/2012		U	65,000 D \$ 51.5	0	I	Shennan LLC
Common Stock <sup>(1)</sup>	07/02/2012		U	10,122 D \$ 51.5	0	I	Shennan Family Investments LLC
Common Stock <sup>(2)</sup>	07/02/2012		D	10,137 D \$ 51.5	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**

SEC 1474  
(9-02)

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number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Common Stock	\$ 39.54	07/02/2012		D		15,000		(3)	(3)	Common Stock	15,000
Option To Purchase Common Stock	\$ 38.25	07/02/2012		D		10,396		(3)	(3)	Common Stock	10,396
Option To Purchase Common Stock	\$ 43.22	07/02/2012		D		9,039		(3)	(3)	Common Stock	9,039
Option To Purchase Common Stock	\$ 53.8	07/02/2012		D		16,500		(4)	(4)	Common Stock	16,500
Option To Purchase Common Stock	\$ 50.05	07/02/2012		D		15,000		(3)	(3)	Common Stock	15,000
Cash-Settled Stock-Based Awards	\$ 0	07/02/2012		D		2,723		(5)	(5)	Common Stock	2,723

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

X

SHENNAN JAMES G JR  
7676 E. PINNACLE PEAK ROAD  
SCOTTSDALE, AZ 85255

## Signatures

/s/ Mark D. Mumford, attorney-in-fact for James G.  
Shennan Jr.

07/05/2012

\_\_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) On July 2, 2012, Wok Acquisition Corp. ("Purchaser"), an indirect wholly owned subsidiary of Wok Parent LLC ("Parent"), successfully completed the tender offer for all outstanding shares of the common stock of P.F. Chang's China Bistro, Inc. ("Issuer") pursuant to that certain Agreement and Plan of Merger, dated May 1, 2012, as amended by Amendment No. 1, dated June 22, 2012 (the "Merger Agreement"), by and among Issuer, Parent and Purchaser. Following the tender offer on July 2, 2012, Purchaser merged with and into Issuer with Issuer surviving the merger as a wholly owned subsidiary of Parent (the "Merger"). In connection with the Merger, the reporting person is no longer a director of Issuer, effective on July 2, 2012.

(2) In accordance with the terms of the Merger Agreement, the restricted stock units held by the reporting person were deemed to be fully vested and cancelled at the effective time of the Merger in exchange for a cash payment equal to \$51.50 multiplied by the number of cancelled restricted stock units.

(3) In accordance with the terms of the Merger Agreement, this stock option was deemed to be fully vested, exercised and cancelled at the effective time of the Merger in exchange for a cash payment equal to the number of option shares multiplied by the difference between \$51.50 per share and the exercise price of the stock option.

(4) In accordance with the terms of the Merger Agreement, this stock option was cancelled at the effective time of the Merger because the exercise price of the stock option exceeded \$51.50 per share.

(5) In accordance with the terms of the Merger Agreement, the restricted cash units held by the reporting person were deemed to be fully vested and cancelled at the effective time of the Merger in exchange for a cash payment equal to \$51.50 per share multiplied by the number of cancelled restricted cash units.

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.