

BJS WHOLESALE CLUB INC

Form 4

March 03, 2006

**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

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GILES EDWARD F JR**

(Last) (First) (Middle)

**ONE MERCER ROAD**

(Street)

**NATICK, MA 01760**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**BJS WHOLESALE CLUB INC [BJ]**

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

**03/02/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Exec. Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/02/2006		M		8,750	A	\$ 23.03	11,750	D
Common Stock	03/02/2006		M		12,500	A	\$ 15.01	24,250	D
Common Stock	03/02/2006		M		12,500	A	\$ 23.62	36,750	D
Common Stock	03/02/2006		S		1,700	D	\$ 30.31	35,050	D
Common Stock	03/02/2006		S		1,900	D	\$ 30.31	33,150	D

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Common Stock	03/02/2006	S	500	D	\$ 30.31	32,650	D
Common Stock	03/02/2006	S	700	D	\$ 30.32	31,950	D
Common Stock	03/02/2006	S	1,000	D	\$ 30.32	30,950	D
Common Stock	03/02/2006	S	600	D	\$ 30.33	30,350	D
Common Stock	03/02/2006	S	1,500	D	\$ 30.33	28,850	D
Common Stock	03/02/2006	S	1,300	D	\$ 30.33	27,550	D
Common Stock	03/02/2006	S	900	D	\$ 30.33	26,650	D
Common Stock	03/02/2006	S	500	D	\$ 30.33	26,150	D
Common Stock	03/02/2006	S	500	D	\$ 30.33	25,650	D
Common Stock	03/02/2006	S	500	D	\$ 30.33	25,150	D
Common Stock	03/02/2006	S	300	D	\$ 30.33	24,850	D
Common Stock	03/02/2006	S	200	D	\$ 30.33	24,650	D
Common Stock	03/02/2006	S	100	D	\$ 30.33	24,550	D
Common Stock	03/02/2006	S	900	D	\$ 30.33	23,650	D
Common Stock	03/02/2006	S	100	D	\$ 30.33	23,550	D
Common Stock	03/02/2006	S	100	D	\$ 30.33	23,450	D
Common Stock	03/02/2006	S	100	D	\$ 30.33	23,350	D
Common Stock	03/02/2006	S	100	D	\$ 30.33	23,250	D
Common Stock	03/02/2006	S	400	D	\$ 30.33	22,850	D
Common Stock	03/02/2006	S	300	D	\$ 30.34	22,550	D
	03/02/2006	S	300	D		22,250	D

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Common Stock					\$ 30.34		
Common Stock	03/02/2006	S	150	D	\$ 30.34	22,100	D
Common Stock	03/02/2006	S	400	D	\$ 30.35	21,700	D
Common Stock	03/02/2006	S	100	D	\$ 30.35	21,600	D
Common Stock	03/02/2006	S	100	D	\$ 30.35	21,500	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.**

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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 23.03	03/02/2006		M		8,750		<u>(1)</u>	09/12/2012	Common Stock	8,750
Option (Right to buy)	\$ 15.01	03/02/2006		M		12,500		<u>(2)</u>	05/22/2013	Common Stock	12,500
Option (Right to buy)	\$ 23.62	03/02/2006		M		12,500		<u>(3)</u>	05/28/2014	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILES EDWARD F JR  
ONE MERCER ROAD  
NATICK, MA 01760

Exec. Vice President

## Signatures

s/ Kellye L. Walker,  
Attorney-in-fact

03/03/2006

\_\_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) Vests in four equal annual increments beginning 9/12/2003
- (2) Vests in four equal annual increments beginning 5/22/2004
- (3) Vests in four equal annual increments beginning 5/28/2005

### Remarks:

This is the first of three Forms 4 filed by Reporting Person Edward F. Giles on March 3, 2006.

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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