

BJs RESTAURANTS INC
Form 4
April 22, 2014

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 *
Walsh Patrick

(Last) (First) (Middle)

141 W. JACKSON BLVD., STE.
300

(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)
04/19/2014

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) ___X___ Other (specify below)

See Footnote 1

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|--------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, no par value | 04/19/2014 | | X | | 3,000 | A | \$ 25 | 1,056,014 | I <u>(1)</u> | By PW Partners Atlas Fund II LP <u>(2)</u> |
| Common Stock, no par value | 04/19/2014 | | X | | 23,000 | A | \$ 25 | 66,000 | I <u>(1)</u> | By PW Partners Atlas Fund LP <u>(3)</u> |
| Common Stock, no par value | 04/19/2014 | | X | | 22,000 | A | \$ 25 | 26,500 | I <u>(1)</u> | By PW Partners Master Fund LP |

(4)

Common
Stock, no
par value 04/19/2014 X 9,000 A \$ 25 15,200 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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Call Option (right to buy) | \$ 25 | 04/19/2014 | | X | 30 | 02/27/2014 04/19/2014 | Common Stock, no par value | 3,000 | |
| Call Option (right to buy) | \$ 25 | 04/19/2014 | | X | 230 | 11/12/2013 04/19/2014 | Common Stock, no par value | 23,000 | |
| Call Option (right to buy) | \$ 25 | 04/19/2014 | | X | 220 | 02/03/2014 04/19/2014 | Common Stock, no par value | 22,000 | |
| Call Option (right to buy) | \$ 25 | 04/19/2014 | | X | 90 | 11/12/2013 04/19/2014 | Common Stock, no par value | 9,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| Walsh Patrick 141 W. JACKSON BLVD. STE. 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners Atlas Fund LP 141 W. JACKSON BLVD. SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners Atlas Fund II, LP 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners Master Fund, L.P. 141 W. JACKSON BLVD. SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners Atlas Funds, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |
| PW Partners Capital Management LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604 | | | | See Footnote 1 |

Signatures

| | |
|---|------------|
| By: /s/ Patrick Walsh | 04/22/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Atlas Fund LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 04/22/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Atlas Fund II LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 04/22/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Master Fund LP, By: PW Partners, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 04/22/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 04/22/2014 |
| __Signature of Reporting Person | Date |

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By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer

04/22/2014

__Signature of Reporting Person

Date

By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member

04/22/2014

__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) This Form 4 is filed jointly by PW Partners Atlas Fund LP ("Atlas Fund I"), PW Partners Atlas Fund II LP ("Atlas Fund II"), PW Partners Master Fund LP ("Master Fund"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners, LLC ("Master Fund GP"), PW Partners Capital Management LLC ("PW Capital Management") and Patrick Walsh (collectively, the "Reporting Persons"). As of the date of the transactions reported herein, the Reporting Persons were members of a Section 13(d) group that at the time may have been deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. As of April 21, 2014, the Reporting Persons ceased to be members of the Section 13(d) group and as a result ceased to be subject to the reporting requirements of Section 16 with respect to the securities of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(2) Represents securities owned directly by Atlas Fund II. As the General Partner of Atlas Fund II, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Investment Manager of Atlas Fund II, PW Capital Management may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund II.

(3) Represents securities owned directly by Atlas Fund I. As the General Partner of Atlas Fund I, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Investment Manager of Atlas Fund I, PW Capital Management may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund I.

(4) Represents securities owned directly by Master Fund. As the General Partner of Master Fund, Master Fund GP may be deemed to beneficially own the securities owned directly by Master Fund. As the Investment Manager of Master Fund, PW Capital Management may be deemed to beneficially own the securities owned directly by Master Fund. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Master Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Master Fund

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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