

SHIELDS THOMAS J
Form 4
October 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SHIELDS THOMAS J

2. Issuer Name and Ticker or Trading Symbol

BJS WHOLESALE CLUB INC [BJ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

09/30/2011

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

25 RESEARCH DRIVE

(Street)

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

WESTBOROUGH, MA 01581

(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. 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	09/30/2011		D		15,000	D	\$ 51.25 (1)

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)

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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. I. Derivative Securities (Instr. 3 and 4)
Option (right to buy)	\$ 44.12	09/30/2011		D	2,500	<u>(2)</u> 05/23/2012	Common Stock	2,500
Option (right to buy)	\$ 23.14	09/30/2011		D	7,500	<u>(3)</u> 12/30/2013	Common Stock	7,500
Option (right to buy)	\$ 21.17	09/23/2011		D	5,000	<u>(4)</u> 05/20/2014	Common Stock	5,000
Option (right to buy)	\$ 30.11	09/30/2011		D	5,000	<u>(5)</u> 05/26/2015	Common Stock	5,000
Option (right to buy)	\$ 30	09/30/2011		D	5,000	<u>(6)</u> 05/25/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS THOMAS J 25 RESEARCH DRIVE WESTBOROUGH, MA 01581		X		

Signatures

s/Arlene Feldman,
Attorney-in-Fact

10/04/2011

**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) Disposed of pursuant to Agreement and Plan of Merger by and among Beacon Holding Inc, Beacon Merger Sub Inc. and the Company dated June 28, 2011 for merger consideration of \$51.25 per share.

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- (2) The option which was fully vested on 5/1/05 was cancelled in the merger in exchange for a cash payment equal to \$7.13 per share (representing the difference between the exercise price of the option and the merger consideration).
- (3) The option which was fully vested on 12/30/06 was cancelled in the merger in exchange for a cash payment equal to \$28.11 per share (representing the difference between the exercise price of the option and the merger consideration).
- (4) The option which was fully vested on 5/1/07 was cancelled in the merger in exchange for a cash payment equal to \$30.08 per share (representing the difference between the exercise price of the option and the merger consideration).
- (5) The option which was fully vested on 5/1/08 was cancelled in the merger in exchange for a cash payment equal to \$21.14 per share (representing the difference between the exercise price of the option and the merger consideration).
- (6) The option which was fully vested on 5/1/09 was cancelled in the merger in exchange for a cash payment equal to \$21.25 per share (representing the difference between the exercise price of the option and the merger consideration).

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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