

Hood Matthew D  
 Form 4  
 November 14, 2011

**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 \*  
 Hood Matthew D

2. Issuer Name and Ticker or Trading Symbol  
 BJ's RESTAURANTS INC [BJRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 7755 CENTER AVENUE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2011

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

Chief Marketing Officer

(Street)  
 HUNTINGTON BEACH, CA 92647

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

(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)
				(A) or (D)	Price		
Common Stock					17,027 <sup>(1)</sup>	D	
Common Stock	11/14/2011		M	5,000 A	\$ 10.69	5,000	D
Common Stock	11/14/2011		S	5,000 D	\$ 49.93	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non Qualified Stock Option	\$ 37.03					12/29/2011	12/29/2020	Common Stock	2,931 <u>(2)</u>
Non Qualified Stock Option	\$ 18.86					12/30/2010	12/30/2019	Common Stock	11,635 <u>(2)</u>
Common Stock	\$ 10.11					12/31/2009	12/31/2018	Common Stock	6,000 <u>(2)</u>
Common Stock	\$ 10.69	11/14/2011		M	5,000	07/29/2009	07/29/2018	Common Stock	10,000 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hood Matthew D 7755 CENTER AVENUE SUITE 300 HUNTINGTON BEACH, CA 92647			Chief Marketing Officer	

## Signatures

Dianne Scott Attorney-in-Fact for Matthew D. Hood	11/14/2011
**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).

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- Of this amount, 10,597 shares represent a restricted stock award vesting in five equal installments beginning on 7/29/09, 5,000 shares
- (1) represent a restricted stock award vesting in five equal installments beginning on 12/31/09, 1,080 shares represent a restricted stock award vesting in five equal installments beginning on 12/29/2011 and 350 shares are independently held by Mr. Hood directly.
  - (2) The options vest 20% beginning on the date exercisable, the first anniversary of the grant date.

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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