

BJs RESTAURANTS INC  
Form 4  
April 24, 2012

**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

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 \*  
TILLEY WILLIAM H

2. Issuer Name and Ticker or Trading Symbol  
BJs RESTAURANTS INC [BJRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2200 WEST VALLEY BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
04/23/2012

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

(Street)

ALHAMBRA, CA 91803

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Common Stock, no par value	04/23/2012		G		10,000 (5)	D	\$ 46.28	1,378,321	D (4)	
Common Stock, no par value								1,678,519	I	By The Jacmar Companies (1)
Common Stock, no par value								26,913	I	By son (2)
Common Stock, no par value								17,313	I	By daughter (3)

par value			
Common Stock, no par value	4,000	I	By Jacmar & Jaksick Investment Company <sup>(1)</sup>
Common Stock, no par value	2,200	I	By Nadine B. Tilley and William H. Tilley TTEE FBO Nadine B. Tilley Trust UDT 1/21/2003

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TILLEY WILLIAM H 2200 WEST VALLEY BLVD. ALHAMBRA, CA 91803		X		

## Signatures

Dianne Scott Attorney-in-fact for William H.  
Tilley

04/24/2012

\_\_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) The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
- (2) Mr. Tilley's son has holdings as follows: 13,000 shares in a 1992 Trust, 13,213 shares in a personal account and 700 shares in a Roth IRA. The reporting person disclaims beneficial ownership of these securities.
- (3) Mr. Tilley's daughter has holdings as follows: 4,800 shares in a 1992 Trust, 12,213 shares in a personal account and 300 shares in a Roth IRA. The reporting person disclaims beneficial ownership of these securities.
- (4) Mr. Tilley's direct holdings are as follows: 1,363,321 with the William H. Tilley Trust and 15,000 shares in the William Tilley Jacmar SEP IRA.
- (5) On April 23, 2012, Mr. Tilley gifted 10,000 shares to the University of Southern California.

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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