

BJs RESTAURANTS INC
Form 4
March 19, 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)
03/17/2014

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------------|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock, no par value | 03/17/2014 | | P | | 75,000 | A | \$ 34.4892 | 677,854 | I ⁽¹⁾ | By PW Partners Atlas Fund II LP ⁽²⁾ |
| Common Stock, no par value | 03/18/2014 | | P | | 15,375 | A | \$ 34.9632 | 693,229 | I ⁽¹⁾ | By PW Partners Atlas Fund II LP ⁽²⁾ |
| Common Stock, no par value | | | | | | | | 43,000 | I ⁽¹⁾ | By PW Partners |

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| | | | | | | | |
|----------------------------------|--|--|--|-------|-------|--|---|
| par value | | | | | | | Atlas Fund LP (3) |
| Common Stock, no par value | | | | 4,500 | I (1) | | By PW Partners Master Fund LP (4) |
| Common Stock, no par value | | | | 6,200 | 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| 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 | 03/19/2014 |
| __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 | 03/19/2014 |
| __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 | 03/19/2014 |
| __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 | 03/19/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 03/19/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer | 03/19/2014 |
| __Signature of Reporting Person | Date |
| By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member | 03/19/2014 |
| __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"). Each of the

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Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

(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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