

BJs RESTAURANTS INC  
Form 4  
January 22, 2009

**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.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/16/2009**

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

**ALHAMBRA, CA 91803**

(City) (State) (Zip)

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

**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)
Common Stock, no par value				(A) or (D)	Code V Amount (D) Price	1,502,964	D <sup>(6)</sup>
Common Stock, no par value						2,624,129	I By The Jacmar Companies <sup>(1)</sup>
Common Stock, no par value	01/16/2009		J <sup>(2)</sup>	4,000 D	\$ 0 0	I	By Bethany Commercial Center Partnership <sup>(2)</sup>
						24,313	I By son <sup>(3)</sup>

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Common Stock, no par value								
Common Stock, no par value				14,713	I		By daughter <u>(4)</u>	
Common Stock, no par value				4,000	I		By Jacmar & Jaksick Investment Company <u>(1)</u>	
Common Stock, no par value				4,000	I		By TNT Long Beach Partners <u>(5)</u>	
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 Beneficially Owned (Instr. 6)
				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 01/22/2009

        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.  
  
The transaction is a partnership distribution by the partnership that owns the securities to certain of its partners. The reporting person is the general partner of the partnership that owns the referenced securities. 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: 10,400 shares in a 1992 Trust, 8,000 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: 2,200 shares in a 1992 Trust, 7,000 shares in a personal account and 300 shares in a Roth IRA. The reporting person disclaims beneficial ownership of these securities.
  - (4) The reporting person is the majority owner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities, except to the extent of the reporting person's pecuniary interest therein.
  - (5) Mr. Tilley's direct holdings are as follows: 1,487,964 with the William H. Tilley Trust and 15,000 shares in the William Tilley Jacmar SEP IRA.
  - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.