BJs RESTAURANTS INC

Form 4

January 22, 2009

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

(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)	3. Date of Earliest Transaction	(eneck an approacie)			
2200 WEST VALLEY BLVD.			(Month/Day/Year) 01/16/2009	DirectorX10% Owner Officer (give title below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ALHAMBRA, CA 91803			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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			Code V	Amount	(D)	Price	1,502,964	D (6)	
Common Stock, no par value							2,624,129	I	By The Jacmar Companies (1)
Common Stock, no par value	01/16/2009		J <u>(2)</u>	4,000	D	\$0	0	I	By Bethany Commercial Center Partnership
							24,313	I	By son (3)

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Common Stock, no par value			
Common Stock, no par value	14,713	I	By daughter (4)
Common Stock, no par value	4,000	I	By Jacmar & Jaksick Investment Company (1)
Common Stock, no par value	4,000	I	By TNT Long Beach Partners (5)
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.

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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).
- 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 (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.

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.

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