

Lynds Gregory S
 Form 4
 February 19, 2010

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 *
 Lynds Gregory S

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

HUNTINGTON BEACH, CA 92647

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2010

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) _____ Other (specify below)
 Exec VP -Chief Dev.Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 17,518 ⁽³⁾ | D | |
| Common Stock Purchase Option | 02/18/2010 | | M | 60,000 A \$ 11.26 | 60,000 | D | |
| Common Stock Purchase Option | 02/18/2010 | | S | 60,000 D \$ 20.8848 | 60,000 | D | |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non Qualified Stock Option | \$ 18.86 | | | | | 12/30/2010 ⁽²⁾ 12/30/2019 | Common Stock 13,18 |
| Common Stock Purchase Option | \$ 13.57 | | | | | 04/15/2007 ⁽¹⁾ 04/16/2014 | Common Stock 2,50 |
| Common Stock Purchase Option | \$ 15.5 | | | | | 02/22/2008 ⁽¹⁾ 02/23/2015 | Common Stock 8,89 |
| Common Stock Purchase Option | \$ 23.26 | | | | | 01/04/2007 ⁽²⁾ 01/04/2016 | Common Stock 15,00 |
| Common Stock Purchase Option | \$ 11.26 | 02/18/2010 | | M | 60,000 | 07/22/2004 ⁽²⁾ 07/23/2013 | Common Stock 90,00 |
| Common Stock Purchase Option | \$ 19.96 | | | | | 01/03/2008 ⁽²⁾ 01/03/2017 | Common Stock 10,00 |
| Non Qualified Stock Options | \$ 16.63 | | | | | 01/02/2009 ⁽²⁾ 01/02/2018 | Common Stock 18,10 |

Non
Qualified
Stock
Options

\$ 10.11

12/31/2009⁽²⁾ 12/31/2018

Common
Stock 15,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lynds Gregory S 7755 CENTER AVENUE SUITE 300 HUNTINGTON BEACH, CA 92647 | | | Exec VP -Chief Dev.Officer | |

Signatures

Dianne Scott, Attorney-in-fact for Gregory S.
Lynds

02/19/2010

**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) Options vest 33 1/3% per year beginning on the third anniversary of the date of grant.
- (2) Options vest 20% per yer beginning on the first anniversary of the date of grant.
- (3) Of this amount,7518 shares represent a restricted stock award vesting in five equal installments beginning on 1/2/2009 and 10,000 shares represent a restricted stock award vesting in five equal installments beginning on 12/31/2009.

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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