

BRASSFIELD JERRY
Form 5
February 03, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BRASSFIELD JERRY

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

POST OFFICE BOX 1198

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOS GATOS, CA 95301

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price			
Common Stock, no par value	Â	Â	Â	Â	Â	Â	68,500	I	By Autofocus, Inc. ⁽¹⁾
Common Stock, no par value	Â	Â	Â	Â	Â	Â	499,003	I	By Golden Resorts, Inc. ⁽¹⁾
Common Stock, no par value	Â	Â	Â	Â	Â	Â	11,471	I	By self for daughter ⁽¹⁾

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Common Stock, no par value	12/31/2008	Â	G	1,118,966	D	\$ 0	<u>1,729,660</u> (2)	I	By Trust
Common Stock, no par value	12/31/2008	Â	G	869,466	A	\$ 0	869,466	I	By Sunline Settlement Trust
Common Stock, no par value	12/31/2008	Â	G	200,000	A	\$ 0	200,000	I	By Greenley Trust
Common Stock, no par value	Â	Â	Â	Â	Â	Â	50,695	D	Â

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

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SEC 2270
(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. Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRASSFIELD JERRY POST OFFICE BOX 1198 LOS GATOS, CA 95301	Â	Â X	Â	Â

Signatures

Dianne Scott, Attorney-in-fact for Jerry G. Brassfield
02/03/2009

**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.

(2) The transaction represents a transfer of 1,118,966 shares issued to various individuals and trusts. 869,466 shares are held by Sunline Settlement Trust and 200,000 shares are held by The Greenley Trust and 18,000 shares are held by various other irrevocable trusts of which Mr. Brassfield is the beneficiary but not a trustee. 31,500 shares are held by various individuals of which Mr. Brassfield disclaims beneficial ownership of these securities, except to the extent of the of the reporting person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.