SHIELDS THOMAS J
Form 4
October 04, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIELDS THOMAS J

(Last) (First) (Middle)

25 RESEARCH DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BJS WHOLESALE CLUB INC [BJ]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	09/30/2011		D		15,000	D	$ 51.25 (1)	0	D	

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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	$ 44.12	09/30/2011		D			2,500	(2)	05/23/2012	Common Stock	2,500	
Option (right to buy)	$ 23.14	09/30/2011		D			7,500	(3)	12/30/2013	Common Stock	7,500	
Option (right to buy)	$ 21.17	09/23/2011		D			5,000	(4)	05/20/2014	Common Stock	5,000	
Option (right to buy)	$ 30.11	09/30/2011		D			5,000	(5)	05/26/2015	Common Stock	5,000	
Option (right to buy)	$ 30	09/30/2011		D			5,000	(6)	05/25/2016	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS THOMAS J 25 RESEARCH DRIVE WESTBOROUGH, MA 01581	X			

Signatures

s/Arlene Feldman, Attorney-in-Fact	10/04/2011
**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)	Disposed of pursuant to Agreement and Plan of Merger by and among Beacon Holding Inc, Beacon Merger Sub Inc. and the Company dated June 28, 2011 for merger consideration of $51.25 per share.

(2) The option which was fully vested on 5/1/05 was cancelled in the merger in exchange for a cash payment equal to $7.13 per share (representing the difference between the exercise price of the option and the merger consideration).

(3) The option which was fully vested on 12/30/06 was cancelled in the merger in exchange for a cash payment equal to $28.11 per share (representing the difference between the exercise price of the option and the merger consideration).

(4) The option which was fully vested on 5/1/07 was cancelled in the merger in exchange for a cash payment equal to $30.08 per share (representing the difference between the exercise price of the option and the merger consideration).

(5) The option which was fully vested on 5/1/08 was cancelled in the merger in exchange for a cash payment equal to $21.14 per share (representing the difference between the exercise price of the option and the merger consideration).

(6) The option which was fully vested on 5/1/09 was cancelled in the merger in exchange for a cash payment equal to $21.25 per share (representing the difference between the exercise price of the option and the merger consideration).

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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