

ALEXANDERS J CORP
 Form 4
 September 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
DUNCAN E TOWNES

(Last) (First) (Middle)

C/O SOLIDUS COMPANY,
 L.P., 4015 HILLSBORO PIKE,
 SUITE 214

(Street)

NASHVILLE, TN 37215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALEXANDERS J CORP [JAX]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/19/2012

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)

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 | (A) or (D) | Price |
| Common Stock | 09/19/2012 | | U | | 6,208 | D | \$ 14.5 |
| Common Stock | 09/19/2012 | | U | | 4,800 | D | \$ 14.5 |
| Common Stock | 09/19/2012 | | U | | 2,160 | D | \$ 14.5 |
| Common Stock | 09/19/2012 | | U | | 177,046 | D | \$ 14.5 |

See footnote (2)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.25 | 09/19/2012 | | D | | 1,000 | | 07/22/2004 07/22/2013 Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 7.61 | 09/19/2012 | | D | | 1,000 | | 07/21/2005 07/21/2014 Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 9.03 | 09/19/2012 | | D | | 1,000 | | 07/26/2006 07/26/2015 Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 8.67 | 09/19/2012 | | D | | 1,000 | | 07/25/2007 07/25/2016 Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 13.33 | 09/19/2012 | | D | | 1,000 | | 07/24/2008 07/24/2017 Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 6.1 | 09/19/2012 | | D | | 1,000 | | 07/24/2009 07/24/2018 Common Stock | 1,000 |
| Stock Option | \$ 4.69 | 09/19/2012 | | D | | 1,000 | | 07/23/2010 07/23/2019 Common Stock | 1,000 |

(Right to Buy)

| | | | | | | | | |
|-----------------------------|---------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 4.09 | 09/19/2012 | D | 1,000 | 08/18/2011 | 08/18/2020 | Common Stock | 1,000 |
|-----------------------------|---------|------------|---|-------|------------|------------|--------------|-------|

| | | | | | | | | |
|-----------------------------|--------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 5.5 | 09/05/2012 | D | 1,000 | 08/08/2012 | 08/08/2021 | Common Stock | 1,000 |
|-----------------------------|--------|------------|---|-------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNCAN E TOWNES C/O SOLIDUS COMPANY, L.P. 4015 HILLSBORO PIKE, SUITE 214 NASHVILLE, TN 37215 | | X | | |

Signatures

/s/ Mark A. Parkey, Attorney
in Fact

09/21/2012

__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 option was canceled pursuant to the terms of that certain Amended and Restated Agreement and Plan of Merger, dated July 30, 2012, by and among the Company, Fidelity National Financial, Inc., a Delaware corporation ("Fidelity"), and certain affiliates of Fidelity, as amended by the First Amendment, dated September 5, 2012, (the "Merger Agreement") on September 19, 2012, following the completion of the tender offer (the "Tender Offer") commenced by New Athena Merger Sub, Inc., a Tennessee corporation and an indirect, wholly owned subsidiary of Fidelity. The option was canceled pursuant to the Merger Agreement in exchange for a cash payment equal to the difference between the offer price in the Tender Offer (\$14.50) and the exercise price per option, less any required withholding taxes.

(2) Represents the shares held directly by Solidus Company, L.P. ("Solidus"), and Tennessee limited partnership. Mr. Duncan is the Chief Executive Officer of Solidus General Partner, LLC, which is the general partner of Solidus. Mr. Duncan disclaims beneficial ownership of any such shares that to not reflect his proportionate interest in Solidus.

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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