

Bass Paul M  
 Form 4  
 December 06, 2006

**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 \*  
 Bass Paul M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BJS WHOLESALE CLUB INC [BJ]

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE MERCER ROAD

12/05/2006

EVP - Merchandising

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NATICK, MA 01760

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/05/2006		M		28,000 A \$ 25.45	32,000	D
Common Stock	12/05/2006		M		18,000 A \$ 25.25	50,000	D
Common Stock	12/05/2006		M		9,000 A \$ 27.32	59,000	D
Common Stock	12/05/2006		M		5,000 A \$ 26.18	64,000	D
Common Stock	12/05/2006		S		5,000 D \$ 32.26	59,000	D

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Common Stock	12/05/2006	S	9,300	D	\$ 32.25	49,700	D
Common Stock	12/05/2006	S	700	D	\$ 32.3	49,000	D
Common Stock	12/05/2006	S	45,000	D	\$ 32.213	4,000	D

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. 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 25.45	12/05/2006		M		10,000	05/28/2004	05/25/2010	Common Stock	10,000
Option (right to buy)	\$ 25.45	12/05/2006		M		6,000	05/28/2004	09/17/2009	Common Stock	6,000
Option (right to buy)	\$ 25.45	12/05/2006		M		6,000	<u>(1)</u>	09/14/2010	Common Stock	6,000
Option (right to buy)	\$ 25.45	12/05/2006		M		6,000	<u>(2)</u>	09/25/2011	Common Stock	6,000
Option (right to buy)	\$ 25.25	12/05/2006		M		18,000	<u>(3)</u>	12/02/2013	Common Stock	18,000
Option (right to buy)	\$ 27.32	12/05/2006		M		9,000	<u>(4)</u>	09/29/2014	Common Stock	9,000
	\$ 26.18	12/05/2006		M		5,000	<u>(5)</u>	05/26/2015		5,000

Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bass Paul M ONE MERCER ROAD NATICK, MA 01760			EVP - Merchandising	

## Signatures

s/ Kellye L. Walker,  
Attorney-in-fact

12/06/2006

\_\_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) Vested - 4,500 shares on 5/28/04 and 1,500 shares on 9/14/04
- (2) Vested - 3,000 shares on 5/28/04, 1,500 shares on 9/25/04 and 1,500 shares on 9/25/05
- (3) Vests in four (4) equal annual increments beginning 12/2/04
- (4) Vests in four (4) equal annual increments beginning 9/29/05
- (5) Vests in four (4) equal annual increments beginning 5/26/06

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.