

Neppl Christina M
Form 4
October 04, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Neppl Christina M

(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)

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

EVP, Mdsg & Logistics

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)
Common Stock	09/30/2011		D	64,563	D		
Common Stock	09/30/2011		D	1,545.56	D	I	By 401(K)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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
Employee Stock Option (right to buy)	\$ 25.25	09/30/2011		D	3,500	<u>(2)</u> 12/02/2013	Common Stock 3,500
Employee Stock Option (right to buy)	\$ 27.32	09/30/2011		D	12,000	<u>(3)</u> 09/29/2014	Common Stock 12,000
Employee Stock Option (right to buy)	\$ 30.11	09/30/2011		D	20,000	<u>(4)</u> 05/25/2015	Common Stock 20,000
Employee Stock Option (right to buy)	\$ 29.68	09/30/2011		D	20,000	<u>(5)</u> 05/24/2016	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neppl Christina M 25 RESEARCH DRIVE WESTBOROUGH, MA 01581			EVP, Mdsg & Logistics	

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 12/2/07 was cancelled in the merger in exchange for a cash payment equal to \$26.00 per share (representing the difference between the exercise price of the option and the merger consideration).
- (3) The option which was fully vested on 9/29/08 was cancelled in the merger in exchange for a cash payment equal to \$23.93 per share (representing the difference between the exercise price of the option and the merger consideration).
- (4) The option which was fully vested on 5/26/09 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).
- (5) The option which was fully vested on 5/24/10 was cancelled in the merger in exchange for a cash payment equal to \$21.57 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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