

BJS WHOLESALE CLUB INC

Form 4

April 11, 2006

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 *
ZARKIN HERBERT J

(Last) (First) (Middle)

ONE MERCER ROAD

(Street)

NATICK, MA 01760

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BJS WHOLESALE CLUB INC [BJ]

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

04/10/2006

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)

Chairman of the Board

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	04/10/2006		M		80,000	A	\$ 10.995 221,283
Common Stock	04/10/2006		S		1,500	D	\$ 32.15 219,783
Common Stock	04/10/2006		S		1,000	D	\$ 32.14 218,783
Common Stock	04/10/2006		S		400	D	\$ 32.11 218,383
Common Stock	04/10/2006		S		2,200	D	\$ 32.1 216,183

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Common Stock	04/10/2006	S	400	D	\$ 32.07	215,783	D
Common Stock	04/10/2006	S	2,200	D	\$ 32.04	213,583	D
Common Stock	04/10/2006	S	1,800	D	\$ 32	211,783	D
Common Stock	04/10/2006	S	800	D	\$ 31.99	210,983	D
Common Stock	04/10/2006	S	100	D	\$ 31.9501	210,883	D
Common Stock	04/10/2006	S	2,500	D	\$ 31.95	208,383	D
Common Stock	04/10/2006	S	100	D	\$ 31.9301	208,283	D
Common Stock	04/10/2006	S	2,500	D	\$ 31.93	205,783	D
Common Stock	04/10/2006	S	200	D	\$ 31.91	205,583	D
Common Stock	04/10/2006	S	5,500	D	\$ 31.9	200,083	D
Common Stock	04/10/2006	S	1,900	D	\$ 31.88	198,183	D
Common Stock	04/10/2006	S	2,300	D	\$ 31.87	195,883	D
Common Stock	04/10/2006	S	2,700	D	\$ 31.86	193,183	D
Common Stock	04/10/2006	S	100	D	\$ 31.8501	193,083	D
Common Stock	04/10/2006	S	5,600	D	\$ 31.85	187,483	D
Common Stock	04/10/2006	S	100	D	\$ 31.8401	187,383	D
Common Stock	04/10/2006	S	100	D	\$ 31.8301	187,283	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)

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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
Option (Right to buy)	\$ 10.995	04/10/2006		M	80,000	<u>(1)</u> 09/19/2006	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZARKIN HERBERT J ONE MERCER ROAD NATICK, MA 01760	X		Chairman of the Board	

Signatures

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

04/11/2006

__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 in three equal annual increments beginning 9/19/1997

Remarks:

This is the first of two Forms 4 filed by Reporting Person Herbert J. Zarkin on April 11, 2006

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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