

LEWIS R GREGORY  
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 \*  
LEWIS R GREGORY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3401 WEST END AVENUE, SUITE 260

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

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

Vice President - Finance & Sec

(Street)  
NASHVILLE, TN 37203

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

(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 Indirect Beneficial Ownership (Instr. 4) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |   |
| Common Stock                    | 08/10/2012                           |  | G                              | V   | 1,147   | D  | \$ 0 57,223   | D |   |
| Common Stock                    | 09/17/2012                           |  | G                              | V   | 2,500   | D  | \$ 0 54,723   | D |   |
| Common Stock                    | 09/19/2012                           |  | U                              |   | 41,334  | D  | \$ 14.5 13,389  | D |   |
| Common Stock                    | 09/19/2012                           |  | U                              |   | 355   | D  | \$ 14.5 0   | I | Shares held by mother over which Mr. Lewis has power of |

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|                 |            |   |            |   |            |   |   |  |
|-----------------|------------|---|------------|---|------------|---|---|--|
| Common<br>Stock | 09/19/2012 | U | 8,629.0665 | D | \$<br>14.5 | 0 | I | attorney<br>J.<br>Alexander's<br>Corporation<br>Employee<br>Stock<br>Ownership<br>Plan |
|-----------------|------------|---|------------|---|------------|---|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.09   | 09/19/2012                              |   | D                                    | 6,250  | <u>(1)</u><br>05/15/2014                                       | Common<br>Stock   | 6,250                               |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 6.1   | 09/19/2012                              |   | D                                    | 15,000   | <u>(2)</u><br>07/24/2015                                       | Common<br>Stock   | 15,000                              |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.22  | 09/19/2012                              |   | D                                    | 30,000   | 12/21/2005 12/21/2015  | Common<br>Stock   | 30,000                              |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.5   | 09/19/2012                              |   | D                                    | 10,000   | 12/21/2005 12/21/2015  | Common<br>Stock   | 10,000                              |  |
| Stock<br>Option<br>(Right to                        | \$ 4.1   | 09/19/2012                              |   | D                                    | 20,000   | <u>(3)(5)</u><br>11/23/2016                                    | Common<br>Stock   | 20,000                              |  |

Buy)  
 Stock  
 Option (Right to Buy) \$ 5.5 09/19/2012 D 35,000 (4)(5) 08/08/2018 Common Stock 35,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| LEWIS R GREGORY<br>3401 WEST END AVENUE, SUITE 260<br>NASHVILLE, TN 37203 |               |           | Vice President - Finance & Sec |       |

## Signatures

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 vested on May 15, 2011.
- (2) The option vested in four equal installments on July 24, 2009, 2010, 2011, and 2012.
- (3) The option was scheduled to vest in four equal installments on November 23, 2010, 2011, 2012, and 2013.
- (4) The option was scheduled to vest in four equal installments on August 8, 2012, 2013, 2014, and 2015.

The option became fully vested and exercisable in accordance with its terms and 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.

- (6) The option was canceled pursuant to the terms of 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.

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.