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BRENTWOOD ASSOCIATES PRIVATE EQUITY III LP

Form 4 May 13, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Brentwood-Zumiez Investors, LLC Issuer Symbol Zumiez Inc [ZUMZ] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ 10% Owner Director __Other (specify Officer (give title 11150 SANTA MONICA 05/11/2005 below) BLVD., SUITE 1200 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

LOS ANGELES, CA 90025

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curities Acqui	red, Disposed of,	or Beneficiall	y 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) ctionor Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	Beneficial O) Ownership
			Code V	Amount	(A) or (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common stock	05/11/2005		S	1,285,735	D \$ 16.74	3,010,795 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Form filed by One Reporting Person X Form filed by More than One Reporting

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								,	1	
									Amount	
						Date Expiration Exercisable Date	Expiration	OI OI		
							Title Number			
				C 1 W				of		
				Code V	(A) (D)				Shares	

Reporting Owners

representative

representative

**Signature of Reporting Person

William M. Barnum, Jr., authorized

Reporting Owner Name / Address		Relationships					
treberring of the Limited Francisco	Director	10% Owner	Officer	Other			
Brentwood-Zumiez Investors, LLC 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025		X					
BAPE III EXECUTIVE FUND L P 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025				Affiliate of 10% owner			
BRENTWOOD ASSOCIATES PRIVATE EQUITY III LP 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025				Affiliate of 10% owner			
Brentwood Associates Private Equity III-A, L.P. 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025				Affiliate of 10% owner			
Brentwood Private Equity III, LLC 11150 SANTA MONICA BLVD. SUITE 1200 LOS ANGELES, CA 90025		X					
Signatures							
William M. Barnum, Jr., authorized	11/2005						

Reporting Owners 2

Date

05/11/2005

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**Signature of Reporting Person

Date

William M. Barnum, Jr., authorized

05/11/2005

representative

**Signature of Reporting Person

Date

William M. Barnum, Jr., authorized

05/11/2005

representative

**Signature of Reporting Person

Date

William M. Barnum, Jr., authorized

05/11/2005

representative

**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).

Reflects securities held by Brentwood-Zumiez Investors, LLC. Brentwood Private Equity III, LLC is the general partner of Brentwood Associates Private Equity III, L.P., Brentwood Associates Private Equity III-A, L.P. and BAPE III Executive Fund, L.P., which collectively hold all of the membership interests of Brentwood-Zumiez Investors, LLC. BAPE III Executive Fund, L.P., Brentwood

(1) Collectively hold all of the membership interests of Brentwood-Zumiez Investors, LLC. BAPE III Executive Fund, L.P., Brentwood Associates Private Equity III, L.P. and Brentwood Associates Private Equity III-A, L.P. disclaim beneficial ownership of these securities, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such reporting persons are the beneficial owners of the securities for Section 16 purposes of for any other purpose.

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.

Signatures 3