

BRENTWOOD ASSOCIATES PRIVATE EQUITY III LP  
 Form 4  
 May 13, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Brentwood-Zumiez Investors, LLC

2. Issuer Name and Ticker or Trading Symbol  
 Zumiez Inc [ZUMZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11150 SANTA MONICA BLVD., SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)  
 05/11/2005

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

(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  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

LOS ANGELES, CA 90025

(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 Ownership (Instr. 4)
Common stock	05/11/2005		S	V Amount 1,285,735 D Price \$ 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 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)**



<u>Signature of Reporting Person</u>	Date
William M. Barnum, Jr., authorized representative	05/11/2005

<u>Signature of Reporting Person</u>	Date
William M. Barnum, Jr., authorized representative	05/11/2005

<u>Signature of Reporting Person</u>	Date
William M. Barnum, Jr., authorized representative	05/11/2005

<u>Signature of Reporting Person</u>	Date
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## 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) 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 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.