

Kroll Teresa
Form 4
November 04, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Kroll Teresa

2. Issuer Name and Ticker or Trading Symbol
BUILD A BEAR WORKSHOP INC
[BBW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Marketing Bear

(Last) (First) (Middle)
C/O BUILD-A-BEAR
WORKSHOP, INC., 1954
INNERBELT BUSINESS CENTRE
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2004

(Street)
ST. LOUIS, MO 63114

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/02/2004 | | C | 4,154 A <u>1</u> | 4,154 | I | Clark/Fox, L.L.C. |
| Common Stock | 11/02/2004 | | C | 4,816 A <u>1</u> | 8,970 | I | Clark/Fox, L.L.C. |
| Common Stock | 11/02/2004 | | C | 1,465 A <u>1</u> | 10,435 | I | Clark/Fox, L.L.C. |
| Common Stock | 11/02/2004 | | C | 1,701 A <u>1</u> | 12,136 | I | Clark/Fox, L.L.C. |

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Common Stock 11/02/2004 S 4,971 D \$ 18.6 7,165 I Clark/Fox, L.L.C.

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

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(9-02)

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Series A-5 Convertible Preferred Stock | (3) | 11/02/2004 | | C | 3,187 | (2) (2) | Common Stock | 4,154 |
| Series B-4 Convertible Preferred Stock | (4) | 11/02/2004 | | C | 4,816 | (2) (2) | Common Stock | 4,816 |
| Series D-1 Convertible Preferred Stock | (5) | 11/02/2004 | | C | 1,221 | (2) (2) | Common Stock | 1,465 |
| Series D-2 Convertible Preferred Stock | (6) | 11/02/2004 | | C | 1,430 | (2) (2) | Common Stock | 1,701 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chief Marketing Bear

Kroll Teresa
C/O BUILD-A-BEAR WORKSHOP, INC.
1954 INNERBELT BUSINESS CENTRE DRIVE
ST. LOUIS, MO 63114

Signatures

/s/ Tina Klocke, Attorney-in-fact for Teresa
Kroll

11/04/2004

__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) Price is not applicable to conversion of preferred stock to common stock.
- (2) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (3) 1.303334-to-1.
- (4) 1-to-1.
- (5) 1.188825-to-1.
- (6) 1.1831018-to-1.

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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