

CLARK FOX II LLC
 Form 3
 October 27, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Clark Maxine (Last) (First) (Middle) C/O BUILD-A-BEAR WORKSHOP, INC., Â 1954 INNERBELT BUSINESS CENTRE DRIVE (Street) ST. LOUIS, Â MO Â 63114 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/27/2004	3. Issuer Name and Ticker or Trading Symbol BUILD A BEAR WORKSHOP INC [BBW]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEBear & Chairman of the Board	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	274,815	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series C-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,418,306	\$ (8)	I	Smart Stuff, Inc. (2)
Series A-5 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	223,131	\$ (9)	I	Clark/Fox, L.L.C. (3)
Seris B-4 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	258,686	\$ (8)	I	Clark/Fox, L.L.C. (3)
Seris D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	78,694	\$ (10)	I	Clark/Fox, L.L.C. (3)
Series D-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	91,335	\$ (11)	I	Clark/Fox, L.L.C. (3)
Series D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	177,061	\$ (10)	I	Clark/Fox II, L.L.C. (4)
Series D-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	493,334	\$ (11)	I	Clark/Fox II, L.L.C. (4)
Series D-3 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	130,918	\$ (12)	I	Clark/Fox III, L.L.C. (5)
Employee Stock Option (right to buy)	04/24/2004(6)	04/24/2008	Common Stock	36,234	\$ 9.1	D	Â
Employee Stock Option (right to buy)	03/16/2005(6)	04/01/2014	Common Stock	36,234	\$ 8.78	D	Â
Employee Stock Option (right to buy)	Â (13)	04/03/2005	Common Stock	274,815	\$ 4.5	D	Â
Employee Stock Option (right to buy)	Â (14)	09/13/2006	Common Stock	30,000	\$ 6.1	D	Â
Employee Stock Option (right to buy)	Â (7)	09/13/2011	Common Stock	45,000	\$ 6.1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Maxine C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114	Â	Â	Â CEBear & Chairman of the Board	Â
Smart Stuff, Inc. 1954 INNERBELT BUSINESS CENTRE DRIVE	Â	Â X	Â	Â

ST. LOUIS, MO 63114

Clark/Fox, L.L.C.

1954 INNERBELT BUSINESS CENTRE DRIVE ^ ^ X ^ ^
ST. LOUIS, MO 63114

CLARK FOX II LLC

1954 INNERBELT BUSINESS CENTER DRIVE ^ ^ X ^ ^
ST LOUIS, MO 63114

Clark/Fox III, L.L.C.

1954 INNERBELT BUSINESS CENTRE DRIVE ^ ^ X ^ ^
ST. LOUIS, MO 63114

Signatures

/s/ John Burtelow, Attorney-in-fact for Maxine Clark 10/27/2004

____Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (2) Maxine Clark is the President and Sole Shareholder of Smart Stuff, Inc.
- (3) Maxine Clark is the Manager of Clark/Fox, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox, L.L.C. except to the extent of her pecuniary interest therein, which consists of 69,498 shares.
- (4) Maxine Clark is the Manager of Clark/Fox II, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox II, L.L.C. except to the extent of her pecuniary interest therein, which consists of 57,372 shares.
- (5) Maxine Clark is the Manager of Clark/Fox III, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox III, L.L.C. except to the extent of her pecuniary interest therein, which consists of 18 shares.
- (6) The options vest 25% each year beginning on the date specified. All options will automatically vest upon the consummation of the Company's initial public offering.
- (7) The options with respect to 15,000 shares vest on each of September 13, 2002, 2003 and 2004.
- (8) 1-to-1
- (9) 1.303334-to-1
- (10) 1.200083-to-1
- (11) 1.188825-to-1
- (12) 1.183108-to-1
- (13) The options vest with respect to 54,963 shares on April 3, 2002, and 109,926 shares on each of April 3, 2003 and 2004.
- (14) The options vest with respect to 15,000 shares on each of September 13, 2001 and 2005.

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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