

BUILD A BEAR WORKSHOP INC

Form 4

February 26, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Clark Maxine

(Last) (First) (Middle)

C/O BUILD-A-BEAR  
WORKSHOP, INC., 1954  
INNERBELT BUSINESS CENTER  
DRIVE

(Street)

ST. LOUIS, MO 63114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

BUILD A BEAR WORKSHOP INC  
[BBW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2014		S <sup>(1)</sup>		23,000	D	\$ 8.13 <sup>(2)</sup>
Common Stock	02/25/2014		M <sup>(1)</sup>		22,206	A	\$ 6.21
Common Stock	02/25/2014		S <sup>(1)</sup>		22,206 <sup>(3)</sup>	D	\$ 8.14 <sup>(4)</sup>

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Common Stock	02/25/2014	M <sup>(1)</sup>	61,608	A	\$ 6.59	273,724	D	
Common Stock	02/25/2014	S <sup>(1)</sup>	61,608 <sup>(3)</sup>	D	\$ 7.89 <sup>(5)</sup>	212,116 <sup>(6)</sup>	D	
Common Stock						37,402	I	Spouse
Common Stock						1,343,783	I	Smart Stuff, Inc.

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 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 Acquired (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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.21	02/25/2014		M <sup>(1)</sup>	22,206	<sup>(7)</sup> 03/22/2021 <sup>(7)</sup>	Common Stock	22,206
Employee Stock Option (Right to Buy)	\$ 6.59	02/25/2014		M <sup>(1)</sup>	61,608	<sup>(8)</sup> 03/23/2020 <sup>(8)</sup>	Common Stock	61,608

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Clark Maxine  
C/O BUILD-A-BEAR WORKSHOP, INC.  
1954 INNERBELT BUSINESS CENTER DRIVE  
ST. LOUIS, MO 63114

## Signatures

Eric Fencl, Attorney-in-Fact for Maxine  
Clark

02/26/2014

\_\_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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The reporting price is the weighted average sale price per share for 11 transactions in which the sale prices range from \$8.08 to \$8.37 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

(3) Shares sold as part of a cashless exercise of an employee stock option.

The reporting price is the weighted average sale price per share for 4 transactions in which the sale prices range from \$8.12 to \$8.16 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

The reporting price is the weighted average sale price per share for 28 transactions in which the sale prices range from \$7.78 to \$8.08 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

(6) After giving effect to the transactions reported in this Form 4, Ms. Clark directly beneficially owns 100,701 shares of common stock and 111,415 shares of restricted stock along with 37,402 shares indirectly through her spouse and 1,343,783 shares indirectly through Smart Stuff, Inc. of Build-A-Bear Workshop, Inc. In addition, Ms. Clark holds vested options to purchase 71,234 shares and unvested options to purchase 42,742 shares of Build-A-Bear Workshop, Inc.'s common stock.

(7) Under the terms of the grant, the options vested in four equal annual installments beginning on March 22, 2012, which was the first anniversary of the date of the grant.

(8) Under the terms of the grant, the options vested in four equal annual installments beginning on March 23, 2011, which was the first anniversary of the date of the grant.

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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