

BUILD A BEAR WORKSHOP INC
 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 *
 Barney A. Ebsworth Living Trust
 Dated July 23, 1986

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)

(Last) (First) (Middle)
 4053 HUNTS POINT ROAD
 (Street)

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

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

HUNTS POINT, WA 98004
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					84,791	D	
Common Stock	11/02/2004		C		1,483,059	A	11
Common Stock	11/02/2004		C		164,715	A	11
Common Stock	11/02/2004		C		190,963	A	11
Common Stock	11/02/2004		C		911,383	A	11

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Common Stock 11/02/2004 S 992,220 D \$ 18.6 1,842,691 D

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

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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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series A-1 Convertible Preferred Stock	(3)	11/02/2004		C		1,137,898	(2)	(2)	Common Stock 1,483,
Series A-5 Convertible Preferred Stock	(4)	11/02/2004		C		126,380	(2)	(2)	Common Stock 164,7
Series B-4 Convertible Preferred Stock	(5)	11/02/2004		C		190,963	(2)	(2)	Common Stock 190,9
Series C-2 Convertible Preferred Stock	(5)	11/02/2004		C		911,383	(2)	(2)	Common Stock 911,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barney A. Ebsworth Living Trust Dated July 23, 1986 4053 HUNTS POINT ROAD HUNTS POINT, WA 98004		X		

Signatures

/s/ John Burtelow, Attorney-in-fact for Barney A. Ebsworth,
Trustee

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) 1.30333-to-1.
- (4) 1.30334-to-1.
- (5) 1-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. 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.