

CLARK FOX II LLC
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 *
Clark Maxine

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CEBear & Chairman of the Board

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

(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
 Form filed by More than One Reporting Person

ST. LOUIS, MO 63114

(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)
			Code	V	Amount		
Common Stock					274,915	D	
Common Stock	11/02/2004		C		3,418,306	I	Smart Stuff, Inc.
Common Stock	11/02/2004		S		\$ 2,965,364	I	Smart Stuff, Inc.
Common Stock	11/02/2004		C		223,131	I	Clark/Fox, L.L.C.

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Common Stock	11/02/2004		C	258,686	A	Ⓛ	481,817	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004		C	78,694	A	Ⓛ	560,511	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004		C	91,335	A	Ⓛ	651,846	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004		S	267,006	D	\$ 18.6	384,840	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004		C	177,061	A	Ⓛ	177,061	I	Clark/Fox II, L.L.C.
Common Stock	11/02/2004		C	493,334	A	Ⓛ	670,395	I	Clark/Fox II, L.L.C.
Common Stock	11/02/2004		S	274,603	D	\$ 18.6	395,792	I	Clark/Fox II, L.L.C.
Common Stock	11/02/2004		C	130,918	A	Ⓛ	130,918	I	Clark/Fox III, L.L.C.
Common Stock	11/02/2004		S	53,626	D	\$ 18.6	77,292	I	Clark/Fox III, L.L.C.

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.

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C-1 Convertible Preferred Stock	(3)	11/02/2004		C	3,418,306	(2)	(2)	Common Stock	3,418,306
Series A-5 Convertible Preferred Stock	(4)	11/02/2004		C	171,200	(2)	(2)	Common Stock	223,100
	(3)	11/02/2004		C	258,686	(2)	(2)		258,686

Series B-4 Convertible Preferred Stock								Common Stock	
Series D-1 Convertible Preferred Stock	(5)	11/02/2004	C	65,574	(2)	(2)	Common Stock	78,69	
Series D-2 Convertible Preferred Stock	(6)	11/02/2004	C	76,828	(2)	(2)	Common Stock	91,3	
Series D-1 Convertible Preferred Stock	(5)	11/02/2004	C	147,541	(2)	(2)	Common Stock	177,0	
Series D-2 Convertible Preferred Stock	(6)	11/02/2004	C	414,976	(2)	(2)	Common Stock	493,3	
Series D-3 Convertible Preferred Stock	(7)	11/02/2004	C	110,656	(2)	(2)	Common Stock	130,9	

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				CEBear & Chairman of the Board
Clark/Fox, L.L.C. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114		X		
CLARK FOX II LLC 1954 INNERBELT BUSINESS CENTER DRIVE ST LOUIS, MO 63114		X		
Clark/Fox III, L.L.C. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114		X		
Smart Stuff, Inc. 1954 INNERBELT BUSINESS CENTRE DRIVE		X		

ST. LOUIS, MO 63114

Signatures

/s/ Maxine Clark

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-to-1.
- (4) 1.303334-to-1.
- (5) 1.200083-to-1.
- (6) 1.188825-to-1.
- (7) 1.183108-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.