

Kroll Teresa  
 Form 4  
 November 04, 2004

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

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

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

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 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.

**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.**

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 (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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