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|--------------|-----------|---|-------------------|
| Common Stock | 2,940,364 | I | Smart Stuff, Inc. |
|--------------|-----------|---|-------------------|

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

SEC 1474
(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | X | X | CE Bear & Chairman of 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 ST. LOUIS, MO 63114 | | X | | |

Signatures

/s/ Maxine Clark

05/26/2005

**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).
Pro rata distributions by each of Clark/Fox L.L.C., Clark/Fox II, L.L.C. and Clark/Fox III, L.L.C. (collectively, "the entities"). The entities were formed by Chief Executive Bear Maxine Clark prior to the initial public offering of Build-A-Bear Workshop, Inc. (the "Company") for purposes of allowing certain accredited investors to make private equity investments in the Company. Following the
(1) Company's initial public offering and the expiration of the mandatory 180 day lock-up agreement (which had prohibited distribution of the shares held by these entities), and in accordance with their respective operating agreements, the shares held by the entities were distributed to the entities' members on a pro rata basis.
(2) Price is not applicable to distributions and acquisitions of portfolio securities because no purchase or sale of securities occurs in conjunction with the distributions subject to this filing.
Ms. Clark is also an investor in the entities and accordingly she also receives distribution of shares as reflected herein including: (1)
(3) 40,913 shares received as a distribution from Clark/Fox, L.L.C., (2) 33,871 shares received as a distribution from Clark/Fox II, L.L.C. and (3) 22 shares received as a distribution from Clark/Fox III, L.L.C.

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.