

BUILD A BEAR WORKSHOP INC
 Form 4
 March 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Klocke Tina

(Last) (First) (Middle)

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

(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)
 03/18/2014

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)
 Chief Oper. & Financial Bear

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 or (D) Price | | |
| Common Stock | 03/18/2014 | | A | | 15,906 ⁽¹⁾ | A | 171,188 ⁽²⁾ D |
| Common Stock | 03/19/2014 | | F | | 939 ⁽³⁾ | D | \$ 9.24 170,249 ⁽⁴⁾ D |
| Common Stock | | | | | 100 | I | Trust - Son James |
| Common Stock | | | | | 100 | I | Trust - Son |

| | | | | |
|--------------|--|-----|---|----------------|
| Common Stock | | 300 | I | Michael Spouse |
|--------------|--|-----|---|----------------|

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount or Number of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 9.43 | 03/18/2014 | | A | 14,142 | 03/18/2014 ⁽⁵⁾ 03/18/2024 | Common Stock 14,142 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Klocke Tina
C/O BUILD-A-BEAR WORKSHOP, INC.
1954 INNERBELT BUSINESS CENTER DR.
ST. LOUIS, MO 63114

Chief Oper. & Financial Bear

Signatures

/s/ Eric R. Fencl, as Attorney-in-Fact for Tina Klocke

03/20/2014

__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).

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- (1) Grant to reporting person of 15,906 shares of restricted stock. The shares vest in equal annual installments over three years from the date of the grant.
- (2) Price is not applicable to grants of restricted stock.
- (3) Shares surrendered in payment of tax withholding due upon vesting of restricted stock.
After giving effect to the transactions reported in this Form 4, Ms. Klocke directly owns 117,971 shares of common stock and 52,278 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Ms. Klocke holds vested options to purchase 73,302 shares and unvested options to purchase 29,300 shares of Build-A-Bear Workshop, Inc.'s common stock. In addition, Ms. Klocke indirectly beneficially owns 200 shares through trusts for the benefit of two sons and 300 shares through her spouse.
- (4) The options vest in equal annual installments over three years from the date of the grant.
- (5) Price is not applicable to acquisitions resulting from grants of stock options.

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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