

EBSWORTH BARNEY A  
 Form 4  
 November 04, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 EBSWORTH BARNEY A

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  10% Owner  
 Officer (give title below)  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  | I  | The Barney A. Ebsworth Living Trust dated July 23, 1986. |
| Common Stock                    | 11/02/2004                           |  | C                              |   | 1,483,059   | A  | <u>11</u><br>The Barney A. Ebsworth Living Trust         |

|              |            |   |         |   |         |           |   |  |
|--------------|------------|---|---------|---|---------|-----------|---|--|
| Common Stock | 11/02/2004 | C | 164,715 | A | Ⓛ       | 1,732,565 | I | dated July 23, 1986.<br>The Barney A. Ebsworth Living Trust dated July 23, 1986. |
| Common Stock | 11/02/2004 | C | 190,963 | A | Ⓛ       | 1,923,528 | I | The Barney A. Ebsworth Living Trust dated July 23, 1986.                         |
| Common Stock | 11/02/2004 | C | 911,383 | A | Ⓛ       | 2,834,911 | I | The Barney A. Ebsworth Living Trust dated July 23, 1986.                         |
| Common Stock | 11/02/2004 | S | 992,220 | D | \$ 18.6 | 1,842,691 | I | The Barney A. Ebsworth Living Trust dated July 23, 1986.                         |

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 A-1<br>Convertible<br>Preferred<br>Stock | (3) | 11/02/2004 | C | 1,137,898 | (2) | (2) | Common<br>Stock | 1,483, |
| Series A-5<br>Convertible<br>Preferred<br>Stock | (4) | 11/02/2004 | C | 126,380   | (2) | (2) | Common<br>Stock | 164,7  |
| Series B-4<br>Convertible<br>Preferred<br>Stock | (5) | 11/02/2004 | C | 190,963   | (2) | (2) | Common<br>Stock | 190,9  |
| Series C-2<br>Convertible<br>Preferred<br>Stock | (5) | 11/02/2004 | C | 911,383   | (2) | (2) | Common<br>Stock | 911,3  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EBSWORTH BARNEY A<br>4053 HUNTS POINT ROAD<br>HUNTS POINT, WA 98004 |               | X         |         |       |

## Signatures

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

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.

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- (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.

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