

CLARK FOX II LLC

Form 4

November 04, 2004

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Maxine

(Last) (First) (Middle)

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

(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)
11/02/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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					274,915	D	
Common Stock	11/02/2004		C		3,418,306	A	\$ 18.6
Common Stock	11/02/2004		S		452,942	D	\$ 18.6
Common Stock	11/02/2004		C		223,131	A	\$ 18.6

Smart
Stuff, Inc.Smart
Stuff, Inc.Clark/Fox,
L.L.C.

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Common Stock	11/02/2004	C	258,686	A	<u>(1)</u>	481,817	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004	C	78,694	A	<u>(1)</u>	560,511	I	Clark/Fox, L.L.C.
Common Stock	11/02/2004	C	91,335	A	<u>(1)</u>	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	<u>(1)</u>	177,061	I	Clark/Fox II, L.L.C.
Common Stock	11/02/2004	C	493,334	A	<u>(1)</u>	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	<u>(1)</u>	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.

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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 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	<u>(3)</u>	11/02/2004		C	3,418,306	<u>(2)</u> <u>(2)</u>	Common Stock 3,418,
Series A-5 Convertible Preferred Stock	<u>(4)</u>	11/02/2004		C	171,200	<u>(2)</u> <u>(2)</u>	Common Stock 223,1
	<u>(3)</u>	11/02/2004		C	258,686	<u>(2)</u> <u>(2)</u>	258,6

Series B-4 Convertible Preferred Stock								Common Stock	
Series D-1 Convertible Preferred Stock	<u>(5)</u>	11/02/2004	C	65,574	<u>(2)</u>	<u>(2)</u>	Common Stock	78,69	
Series D-2 Convertible Preferred Stock	<u>(6)</u>	11/02/2004	C	76,828	<u>(2)</u>	<u>(2)</u>	Common Stock	91,33	
Series D-1 Convertible Preferred Stock	<u>(5)</u>	11/02/2004	C	147,541	<u>(2)</u>	<u>(2)</u>	Common Stock	177,0	
Series D-2 Convertible Preferred Stock	<u>(6)</u>	11/02/2004	C	414,976	<u>(2)</u>	<u>(2)</u>	Common Stock	493,3	
Series D-3 Convertible Preferred Stock	<u>(7)</u>	11/02/2004	C	110,656	<u>(2)</u>	<u>(2)</u>	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.

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