

BUILD A BEAR WORKSHOP INC
 Form 4
 February 26, 2014

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

OMB APPROVAL
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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 *
 Clark Maxine

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)
 02/24/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BUILD-A-BEAR
 WORKSHOP, INC., 1954
 INNERBELT BUSINESS CENTER
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| Common Stock | 02/24/2014 | | S ⁽¹⁾ | | 23,000 | D | |
| | | | | | \$ 8.13 | | |
| | | | | | <u>(2)</u> | | |
| Common Stock | 02/25/2014 | | M ⁽¹⁾ | | 22,206 | A | |
| | | | | | \$ 6.21 | | |
| Common Stock | 02/25/2014 | | S ⁽¹⁾ | | 22,206 | D | |
| | | | | | \$ 8.14 | | |
| | | | | | <u>(3)</u> | | |
| | | | | | <u>(4)</u> | | |

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| | | | | | | | | |
|--------------|------------|------------------|-----------------------|---|------------------------|------------------------|---|-------------------|
| Common Stock | 02/25/2014 | M ⁽¹⁾ | 61,608 | A | \$ 6.59 | 273,724 | D | |
| Common Stock | 02/25/2014 | S ⁽¹⁾ | 61,608 ⁽³⁾ | D | \$ 7.89 ⁽⁵⁾ | 212,116 ⁽⁶⁾ | D | |
| Common Stock | | | | | | 37,402 | I | Spouse |
| Common Stock | | | | | | 1,343,783 | I | Smart Stuff, Inc. |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 6.21 | 02/25/2014 | | M ⁽¹⁾ | 22,206 | ⁽⁷⁾ | 03/22/2021 ⁽⁷⁾ | Common Stock | 22,200 |
| Employee Stock Option (Right to Buy) | \$ 6.59 | 02/25/2014 | | M ⁽¹⁾ | 61,608 | ⁽⁸⁾ | 03/23/2020 ⁽⁸⁾ | Common Stock | 61,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

Clark Maxine
C/O BUILD-A-BEAR WORKSHOP, INC.
1954 INNERBELT BUSINESS CENTER DRIVE
ST. LOUIS, MO 63114

Signatures

Eric Fencl, Attorney-in-Fact for Maxine
Clark

02/26/2014

**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).

(1) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The reporting price is the weighted average sale price per share for 11 transactions in which the sale prices range from \$8.08 to \$8.37 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

(3) Shares sold as part of a cashless exercise of an employee stock option.

The reporting price is the weighted average sale price per share for 4 transactions in which the sale prices range from \$8.12 to \$8.16 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

The reporting price is the weighted average sale price per share for 28 transactions in which the sale prices range from \$7.78 to \$8.08 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

(6) After giving effect to the transactions reported in this Form 4, Ms. Clark directly beneficially owns 100,701 shares of common stock and 111,415 shares of restricted stock along with 37,402 shares indirectly through her spouse and 1,343,783 shares indirectly through Smart Stuff, Inc. of Build-A-Bear Workshop, Inc. In addition, Ms. Clark holds vested options to purchase 71,234 shares and unvested options to purchase 42,742 shares of Build-A-Bear Workshop, Inc.'s common stock.

(7) Under the terms of the grant, the options vested in four equal annual installments beginning on March 22, 2012, which was the first anniversary of the date of the grant.

(8) Under the terms of the grant, the options vested in four equal annual installments beginning on March 23, 2011, which was the first anniversary of the date of the grant.

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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