

BUILD A BEAR WORKSHOP INC
 Form 4
 April 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Klocke Tina

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Oper. Bear

(Last) (First) (Middle)
 C/O BUILD-A-BEAR WORKSHOP, INC., 1954 INNERBELT BUSINESS CENTER DR.

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2015

(Street)
 ST. LOUIS, MO 63114

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

(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 or Price		
Common Stock	04/02/2015		M		3,845 A \$ 6.21	160,959	D
Common Stock	04/02/2015		S		3,845 (1) D \$ 20.25	157,114	D
Common Stock	04/02/2015		M		4,714 A \$ 9.43	161,828	D
Common Stock	04/02/2015		S		4,714 (1) D \$ 20.25	157,114 (2)	D

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Common Stock	100	I	Trust - Son James
Common Stock	100	I	Trust - Son Michael
Common Stock	300	I	Spouse

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.21	04/02/2015		M	3,845	<u>(3)</u> 03/22/2021 ⁽³⁾	Common Stock	3,845	
Employee Stock Option (Right to Buy)	\$ 9.43	04/02/2015		M	4,714	<u>(4)</u> 03/18/2024 ⁽⁴⁾	Common Stock	4,714	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Klocke Tina
C/O BUILD-A-BEAR WORKSHOP, INC.

Chief Oper. Bear

1954 INNERBELT BUSINESS CENTER DR.
ST. LOUIS, MO 63114

Signatures

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

04/03/2015

__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) Shares sold as part of cashless exercises of employee stock options.

After giving effect to the transactions reported in this Form 4, Ms. Klocke directly owns 136,615 shares of common stock and 20,499 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Ms. Klocke holds unvested options to purchase 9,428 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.

(3) 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.

(4) Under the terms of the grant, the options vested in three equal annual installments beginning March 18, 2015, 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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