

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
 Expires: January 31, 2005
 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 *
 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)
Common Stock				(A) <u>U</u>	84,791	I	The Barney A. Ebsworth Living Trust dated July 23, 1986.
Common Stock	11/02/2004		C	1,483,059	A <u>U</u> 1,567,850	I	The Barney A. Ebsworth Living Trust

Common Stock	11/02/2004	C	164,715	A	Ⓛ	1,732,565	I	dated July 23, 1986. 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.

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBSWORTH BARNEY A 4053 HUNTS POINT ROAD 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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