

BUILD A BEAR WORKSHOP INC
 Form 4
 March 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
 FINNEGAN DAVID W

(Last) (First) (Middle)

C/O BUILD-A-BEAR
 WORKSHOP, INC., 1954
 INNERBELT BUSINESS CENTER
 DR.

(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)
 03/18/2014

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Information Bear

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/18/2014 | | A | | 6,099 ⁽¹⁾ | A | ② 57,425 D |
| Common Stock | 03/19/2014 | | F | | 540 ⁽³⁾ | D | \$ 9.24 56,885 ⁽⁴⁾ D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 9.43 | 03/18/2014 | | A | 5,421 | 03/18/2014 ⁽⁵⁾ 03/18/2024 | Common Stock | 5,421 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FINNEGAN DAVID W C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTER DR. ST. LOUIS, MO 63114 | | | Chief Information Bear | |

Signatures

/s/ David W. Finnegan
Date: 03/20/2014
**Signature of Reporting Person

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) Grant to reporting person of 6,099 shares of restricted stock. The shares vest in equal annual installments over three years from the date of grant.
 - (2) Price is not applicable to grants of restricted stock.
 - (3) Shares surrendered in payment of tax withholding due upon vesting of restricted stock.
- After giving effect to the transactions reported in this Form 4, Mr. Finnegan directly owns 30,095 shares of common stock and 26,790 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Finnegan holds vested options to purchase 32,465 shares and unvested options to purchase 13,764 shares of Build-A-Bear Workshop, Inc.'s common stock.

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- (5) The options vest in equal annual installments over three years from the date of grant.
- (6) Price is not applicable to acquisitions resulting from grants of stock options.

Remarks:

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for David Finnegan

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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