

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Klocke Tina</u> (Last) (First) (Middle) <u>C/O BUILD-A-BEAR WORKSHOP, INC.</u> <u>1954 INNERBELT BUSINESS CENTRE</u> <u>DRIVE</u> (Street) <u>ST. LOUIS MO 63114</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/27/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>BUILD A BEAR WORKSHOP INC [BBW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFBear, Treasurer & Secy</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/29/2004</u>
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>20,491</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>04/03/2000</u>	<u>04/03/2010</u>	<u>Common Stock</u>	<u>100,000</u>	<u>0.465</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/28/2001⁽¹⁾</u>	<u>02/28/2011</u>	<u>Common Stock</u>	<u>23,000</u>	<u>6.04</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>09/13/2001⁽¹⁾</u>	<u>09/13/2011</u>	<u>Common Stock</u>	<u>15,000</u>	<u>6.1</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>04/24/2004⁽²⁾</u>	<u>04/24/2013</u>	<u>Common Stock</u>	<u>25,000</u>	<u>9.1</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>03/16/2005⁽²⁾</u>	<u>03/16/2014</u>	<u>Common Stock</u>	<u>25,000</u>	<u>8.78</u>	<u>D</u>	
<u>Series D-1 Convertible Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>3,870</u>	<u>(4)</u>	<u>I</u>	<u>Clark/Fox II, L.L.C.</u>
<u>Series D-2 Convertible Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>10,783</u>	<u>(5)</u>	<u>I</u>	<u>Clark/Fox II, L.L.C.</u>

Explanation of Responses:

- The options vest 20% each year beginning on the date specified. All options will automatically vest upon the consummation of the Company's initial public offering.
- The options vest 25% each year beginning on the date specified. All options will automatically vest upon the consummation of the Company's initial public offering.
- Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- 1.200083-to-1.
- 1.188825-to-1.

/s/ Tina Klocke11/01/2004

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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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