

Kroll Teresa
 Form 3/A
 November 04, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kroll Teresa</p> <p>(Last) (First) (Middle)</p> <p>C/O BUILD-A-BEAR WORKSHOP, INC.,Â 1954 INNERBELT BUSINESS CENTRE DRIVE</p> <p>(Street)</p> <p>ST. LOUIS,Â MOÂ 63114</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/27/2004</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BUILD A BEAR WORKSHOP INC [BBW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Bear</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/29/2004</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	09/10/2001 ⁽¹⁾	09/10/2011	Common Stock	20,000	\$ 6.1	D	Â
Employee Stock Option (right to buy)	04/24/2004 ⁽²⁾	04/24/2013	Common Stock	20,000	\$ 9.1	D	Â
Employee Stock Option (right to buy)	03/16/2005 ⁽²⁾	03/16/2014	Common Stock	20,000	\$ 8.78	D	Â
Series A-5 Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	4,154	\$ ⁽⁴⁾	I	Clark/Fox, L.L.C.
Series B-4 Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	4,816	\$ ⁽⁵⁾	I	Clark/Fox, L.L.C.
Series D-1 Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,465	\$ ⁽⁶⁾	I	Clark/Fox, L.L.C.
Series D-2 Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,701	\$ ⁽⁷⁾	I	Clark/Fox, L.L.C.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroll Teresa C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114	Â	Â	Â Chief Marketing Bear	Â

Signatures

/s/ Tina Klocke, Attorney-in-fact for Teresa Kroll
Date: 11/02/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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.
- (2) 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.
- (3) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (4) 1.303334-to-1.
- (5) 1-to-1.

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(6) 1.200083-to-1.

(7) 1.88825-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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