

BUILD A BEAR WORKSHOP INC  
 Form 4  
 March 09, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
 FENCL ERIC R

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)  
 CAO, Gen. Counsel & Secretary

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/07/2016

(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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/07/2016                           |  | A                              |   | 6,393<br>(1)  | A  | (2) 134,038 D                     |
| Common Stock                    | 03/07/2016                           |  | A                              |   | 1,563<br>(3)  | A  | (2) 135,601 (4) D                 |

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

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SEC 1474  
 (9-02)

number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 13.69   | 03/07/2016                           |  | A                              | 13,017  | 03/07/2016 <sup>(5)</sup> 03/07/2026                     | Common Stock  | 13,017                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

FENCL ERIC R  
C/O BUILD-A-BEAR WORKSHOP, INC.  
1954 INNERBELT BUSINESS CENTER DRIVE  
ST. LOUIS, MO 63114

CAO, Gen. Counsel & Secretary

## Signatures

/s/ Eric R. Fencl                      03/09/2016

\*\*Signature of                      Date  
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 6,393 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.  
Grant to reporting person of 1,563 shares of restricted stock upon payout of earned performance share award under shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended January 2, 2016. The shares vest in equal annual installments on March 15, 2016, March 15, 2017 and March 15, 2018.
  - (4) After giving effect to the transactions reported in this Form 4, Mr. Fencl directly owns 112,626 shares of common stock and 22,975 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Fencl holds vested options to purchase 49,499 shares and unvested options to purchase 22,309 shares of Build-A-Bear Workshop, Inc. 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.

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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