

Gould James M
Form 4
November 04, 2004

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gould James M

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)

312 WALNUT STREET, SUITE
1151

(Street)

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

11/02/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

CINCINNATI, OH 45202

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								93,864	I	Walnut Capital Partners, L.P.
Common Stock	11/02/2004		C		1,190,203	A	<u>11</u>	1,284,067	I	Walnut Capital Partners, L.P.
Common Stock	11/02/2004		C		1,380,418	A	<u>11</u>	2,664,485	I	Walnut Capital Partners,

Edgar Filing: Gould James M - Form 4

Common Stock	11/02/2004	S	1,331,966	D	\$ 18.6	1,332,519	I	Walnut Capital Partners, L.P.
Common Stock	11/02/2004	C	813,499	A	<u>(1)</u>	813,499	I	Walnut Investment Partners, L.P.
Common Stock	11/02/2004	S	406,666	D	\$ 18.6	406,833	I	Walnut Investment Partners, L.P.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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-3 Convertible Preferred Stock	<u>(3)</u>	11/02/2004		C	913,200	<u>(2)</u> <u>(2)</u>	Common Stock 1,190,
Series B-2 Convertible Preferred Stock	<u>(4)</u>	11/02/2004		C	1,380,418	<u>(2)</u> <u>(2)</u>	Common Stock 1,380,
Series D-1 Convertible Preferred Stock	<u>(5)</u>	11/02/2004		C	677,869	<u>(2)</u> <u>(2)</u>	Common Stock 813,4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gould James M 312 WALNUT STREET SUITE 1151 CINCINNATI, OH 45202	X

Signatures

/s/ John Burtelow, Attorney-in-fact for James Gould	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.
- (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-to-1.
- (5) 1.200083-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.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.