

BUILD A BEAR WORKSHOP INC
 Form 4
 November 04, 2004

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 *
 CP4 Principals, L.L.C.

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)
 7 GREENWICH OFFICE PARK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2004

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2004		C		410,557	A	Ⓛ	410,557	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		475,977	A	Ⓛ	886,534	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		696,863	A	Ⓛ	1,583,397	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		29,111	A	Ⓛ	1,612,508	I	Catterton Partners

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									IV, L.P.
Common Stock	11/02/2004	S	974,098	D	\$ 18.6	638,410	I		Catterton Partners IV, L.P.
Common Stock	11/02/2004	C	143,938	A	Ⓣ	143,938	I		Catterton Partners IV-A, L.P.
Common Stock	11/02/2004	C	166,873	A	Ⓣ	310,811	I		Catterton Partners IV-A, L.P.
Common Stock	11/02/2004	C	244,314	A	Ⓣ	555,125	I		Catterton Partners IV-A, L.P.
Common Stock	11/02/2004	C	10,205	A	Ⓣ	565,330	I		Catterton Partners IV-A, L.P.
Common Stock	11/02/2004	S	341,510	D	\$ 18.6	223,820	I		Catterton Partners IV-A, L.P.
Common Stock	11/02/2004	C	10,035	A	Ⓣ	10,035	I		Catterton Partners IV-B, L.P.
Common Stock	11/02/2004	C	11,634	A	Ⓣ	21,669	I		Catterton Partners IV-B, L.P.
Common Stock	11/02/2004	C	17,032	A	Ⓣ	38,701	I		Catterton Partners IV-B, L.P.
Common Stock	11/02/2004	C	711	A	Ⓣ	39,412	I		Catterton Partners IV-B, L.P.
Common Stock	11/02/2004	S	23,808	D	\$ 18.6	15,604	I		Catterton Partners IV-B, L.P.
Common Stock	11/02/2004	C	12,111	A	Ⓣ	12,111	I		Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004	C	14,041	A	Ⓣ	26,152	I		Catterton Partners IV Special Purpose, L.P.

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Common Stock	11/02/2004	C	21,311	A	Ⓐ	47,463	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004	C	889	A	Ⓐ	48,352	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004	S	29,210	D	\$ 18.6	19,142	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004	C	346,109	A	Ⓐ	346,109	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004	C	401,261	A	Ⓐ	747,370	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004	C	587,473	A	Ⓐ	1,334,843	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004	C	24,541	A	Ⓐ	1,359,384	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004	S	821,189	D	\$ 18.6	538,195	I	Catterton Partners IV Offshore, L.P.

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

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(9-02)

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C		315,005	(2)	(2)	Common Stock	410,557
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C		475,977	(2)	(2)	Common Stock	475,977
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C		580,679	(2)	(2)	Common Stock	696,863
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C		24,606	(2)	(2)	Common Stock	29,111
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C		110,438	(2)	(2)	Common Stock	143,938
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C		166,873	(2)	(2)	Common Stock	166,873
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C		203,581	(2)	(2)	Common Stock	244,314
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C		8,626	(2)	(2)	Common Stock	10,205
Series A-5 Convertible Preferred	(3)	11/02/2004		C		7,694	(2)	(2)	Common Stock	10,035

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Stock

Series B-4
Convertible
Preferred
Stock(4)

11/02/2004

C

11,634

(2)(2)Common
Stock

11,634

Series D-1
Convertible
Preferred
Stock(5)

11/02/2004

C

14,193

(2)(2)Common
Stock

17,032

Series D-3
Convertible
Preferred
Stock(6)

11/02/2004

C

601

(2)(2)Common
Stock

711

Series A-5
Convertible
Preferred
Stock(3)

11/02/2004

C

9,292

(2)(2)Common
Stock

12,111

Series B-4
Convertible
Preferred
Stock(4)

11/02/2004

C

14,041

(2)(2)Common
Stock

14,041

Series D-1
Convertible
Preferred
Stock(5)

11/02/2004

C

17,758

(2)(2)Common
Stock

21,311

Series D-3
Convertible
Preferred
Stock(6)

11/02/2004

C

752

(2)(2)Common
Stock

889

Series A-5
Convertible
Preferred
Stock(3)

11/02/2004

C

265,557

(2)(2)Common
Stock

346,109

Series B-4
Convertible
Preferred
Stock(4)

11/02/2004

C

401,261

(2)(2)Common
Stock

401,261

Series D-1 Convertible Preferred Stock	(5)	11/02/2004	C	489,527	(2)	(2)	Common Stock	587,473
Series D-3 Convertible Preferred Stock	(6)	11/02/2004	C	20,743	(2)	(2)	Common Stock	24,541

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CP4 Principals, L.L.C. 7 GREENWICH OFFICE PARK GREENWICH, CT 06830		X		

Signatures

/s/ John Burtelow, Attorney-in-fact for John R. Scerbo,
CFO

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) 1.303334-to-1.
- (4) 1-to-1.
- (5) 1.200083-to-1.
- (6) 1.183108-to-1.

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