

BUILD A BEAR WORKSHOP INC
 Form 4
 November 01, 2013

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 *
 Kroll Teresa

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)
 Ch. Mkt. & Ent. Bear

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2013

(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	10/31/2013		M ⁽¹⁾		7,140	A	\$ 5.11
Common Stock	10/31/2013		M ⁽¹⁾		6,720	A	\$ 6.59
Common Stock	10/31/2013		M ⁽¹⁾		3,846	A	\$ 6.21
Common Stock	10/31/2013		S		23,311 ⁽²⁾	D	\$ 7.43
							21,039 ⁽³⁾

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

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(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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.11	10/31/2013		M ⁽¹⁾	7,140	⁽⁴⁾ 03/17/2019 ⁽⁴⁾	Common Stock	7,140
Employee Stock Option (Right to Buy)	\$ 6.59	10/31/2013		M ⁽¹⁾	6,720	⁽⁵⁾ 03/23/2020 ⁽⁵⁾	Common Stock	6,720
Employee Stock Option (Right to Buy)	\$ 6.21	10/31/2013		M ⁽¹⁾	3,846	⁽⁶⁾ 03/22/2021 ⁽⁶⁾	Common Stock	3,846

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroll Teresa C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTER DRIVE ST. LOUIS, MO 63114			Ch. Mkt. & Ent. Bear	

Signatures

/s/ Teresa Kroll

11/01/2013

**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) Exercise of stock options exempt under Rule 16b-3.

(2) 17,706 of such shares sold as part of a cashless exercise of employee stock options.

After giving effect to the transactions reported in this Form 4, Ms. Kroll directly beneficially owns 0 shares of common stock and 21,039 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Ms. Kroll holds vested options to purchase 16,500 shares and unvested options to purchase 7,206 shares of Build-A-Bear Workshop, Inc. common stock.

(4) Under the terms of the grant, the options vested in four equal annual installments beginning on March 17, 2010, which was the first anniversary of the date of the grant.

(5) Under the terms of the grant, the options vested in four equal annual installments beginning on March 23, 2011, which was the first anniversary of the date of the grant.

(6) Under the terms of the grant, the options vested in four equal annual installments beginning on March 22, 2012, which was the first anniversary of the date of the grant.

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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