

CLARK FOX II LLC  
Form 3  
October 27, 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 Clark Maxine</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) CEBear &amp; Chairman of the Board</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Common Stock	274,815	D	Â

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series C-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,418,306	\$ (8)	I	Smart Stuff, Inc. (2)
Series A-5 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	223,131	\$ (9)	I	Clark/Fox, L.L.C. (3)
Seris B-4 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	258,686	\$ (8)	I	Clark/Fox, L.L.C. (3)
Seris D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	78,694	\$ (10)	I	Clark/Fox, L.L.C. (3)
Series D-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	91,335	\$ (11)	I	Clark/Fox, L.L.C. (3)
Series D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	177,061	\$ (10)	I	Clark/Fox II, L.L.C. (4)
Series D-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	493,334	\$ (11)	I	Clark/Fox II, L.L.C. (4)
Series D-3 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	130,918	\$ (12)	I	Clark/Fox III, L.L.C. (5)
Employee Stock Option (right to buy)	04/24/2004(6)	04/24/2008	Common Stock	36,234	\$ 9.1	D	Â
Employee Stock Option (right to buy)	03/16/2005(6)	04/01/2014	Common Stock	36,234	\$ 8.78	D	Â
Employee Stock Option (right to buy)	Â (13)	04/03/2005	Common Stock	274,815	\$ 4.5	D	Â
Employee Stock Option (right to buy)	Â (14)	09/13/2006	Common Stock	30,000	\$ 6.1	D	Â
Employee Stock Option (right to buy)	Â (7)	09/13/2011	Common Stock	45,000	\$ 6.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Maxine C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114	Â	Â	Â CEBear & Chairman of the Board	Â
Smart Stuff, Inc. 1954 INNERBELT BUSINESS CENTRE DRIVE	Â	Â X	Â	Â

