

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CP4 Principals, L.L.C.</u>  (Last) (First) (Middle) <u>7 GREENWICH OFFICE PARK</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BUILD A BEAR WORKSHOP INC [ BBW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	(1)	410,557	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		475,977	A	(1)	886,534	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		696,863	A	(1)	1,583,397	I	Catterton Partners IV, L.P.
Common Stock	11/02/2004		C		29,111	A	(1)	1,612,508	I	Catterton Partners 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	(1)	143,938	I	Catterton Partners IV-A, L.P.
Common Stock	11/02/2004		C		166,873	A	(1)	310,811	I	Catterton Partners IV-A, L.P.
Common Stock	11/02/2004		C		244,314	A	(1)	555,125	I	Catterton Partners IV-A, L.P.
Common Stock	11/02/2004		C		10,205	A	(1)	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	(1)	10,035	I	Catterton Partners IV-B, L.P.
Common Stock	11/02/2004		C		11,634	A	(1)	21,669	I	Catterton Partners IV-B, L.P.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2004		C		17,032	A	(1)	38,701	I	Catterton Partners IV-B, L.P.
Common Stock	11/02/2004		C		711	A	(1)	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	(1)	12,111	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004		C		14,041	A	(1)	26,152	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004		C		21,311	A	(1)	47,463	I	Catterton Partners IV Special Purpose, L.P.
Common Stock	11/02/2004		C		889	A	(1)	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	(1)	346,109	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004		C		401,261	A	(1)	747,370	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004		C		587,473	A	(1)	1,334,843	I	Catterton Partners IV Offshore, L.P.
Common Stock	11/02/2004		C		24,541	A	(1)	1,359,384	I	Catterton Partners IV Offshore, L.P.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2004		S		821,189	D	\$18.6	538,195	I	Catterton Partners IV Offshore, L.P.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	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	(1)	0	I	Catterton Partners IV, L.P.
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C			475,977	(2)	(2)	Common Stock	475,977	(1)	0	I	Catterton Partners IV, L.P.
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C			580,679	(2)	(2)	Common Stock	696,863	(1)	0	I	Catterton Partners IV, L.P.
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C			24,606	(2)	(2)	Common Stock	29,111	(1)	0	I	Catterton Partners IV, L.P.
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C			110,438	(2)	(2)	Common Stock	143,938	(1)	0	I	Catterton Partners IV-A, L.P.
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C			166,873	(2)	(2)	Common Stock	166,873	(1)	0	I	Catterton Partners IV-A, L.P.
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C			203,581	(2)	(2)	Common Stock	244,314	(1)	0	I	Catterton Partners IV-A, L.P.
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C			8,626	(2)	(2)	Common Stock	10,205	(1)	0	I	Catterton Partners IV-B, L.P.
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C			7,694	(2)	(2)	Common Stock	10,035	(1)	0	I	Catterton Partners IV-B, L.P.
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C			11,634	(2)	(2)	Common Stock	11,634	(1)	0	I	Catterton Partners IV-B, L.P.
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C			14,193	(2)	(2)	Common Stock	17,032	(1)	0	I	Catterton Partners IV-B, L.P.
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C			601	(2)	(2)	Common Stock	711	(1)	0	I	Catterton Partners IV-B, L.P.
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C			9,292	(2)	(2)	Common Stock	12,111	(1)	0	I	Catterton Partners IV Special Purpose, L.P.
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C			14,041	(2)	(2)	Common Stock	14,041	(1)	0	I	Catterton Partners IV Special Purpose, L.P.
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C			17,758	(2)	(2)	Common Stock	21,311	(1)	0	I	Catterton Partners IV Special Purpose, L.P.

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(e.g., puts, calls, warrants, options, convertible securities)**

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C			752	(2)	(2)	Common Stock	889	(1)	0	I	Catterton Partners IV Special Purpose, L.P.
Series A-5 Convertible Preferred Stock	(3)	11/02/2004		C			265,557	(2)	(2)	Common Stock	346,109	(1)	0	I	Catterton Partners IV Offshore, L.P.
Series B-4 Convertible Preferred Stock	(4)	11/02/2004		C			401,261	(2)	(2)	Common Stock	401,261	(1)	0	I	Catterton Partners IV Offshore, L.P.
Series D-1 Convertible Preferred Stock	(5)	11/02/2004		C			489,527	(2)	(2)	Common Stock	587,473	(1)	0	I	Catterton Partners IV Offshore, L.P.
Series D-3 Convertible Preferred Stock	(6)	11/02/2004		C			20,743	(2)	(2)	Common Stock	24,541	(1)	0	I	Catterton Partners IV Offshore, L.P.

**Explanation of Responses:**

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.

/s/ John Burtelow, Attorney-in-  
fact for John R. Scerbo, CFO      11/04/2004

\*\* Signature of Reporting Person      Date

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

\* 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).

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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