

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Clark Maxine</u> (Last) (First) (Middle) C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE (Street) ST. LOUIS MO 63114 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/27/2004	3. Issuer Name and Ticker or Trading Symbol <u>BUILD A BEAR WORKSHOP INC [BBW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEBear & Chairman of the Board</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	

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

1. Name and Address of Reporting Person* <u>Clark Maxine</u> (Last) (First) (Middle) C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE (Street) ST. LOUIS MO 63114 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Smart Stuff, Inc.](#)

(Last) (First) (Middle)
1954 INNERBELT BUSINESS CENTRE DRIVE

(Street)
ST. LOUIS MO 63114

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Clark/Fox, L.L.C.](#)

(Last) (First) (Middle)
1954 INNERBELT BUSINESS CENTRE DRIVE

(Street)
ST. LOUIS MO 63114

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CLARK FOX II LLC](#)

(Last) (First) (Middle)
1954 INNERBELT BUSINESS CENTER DRIVE

(Street)
ST LOUIS MO 63114

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Clark/Fox III, L.L.C.](#)

(Last) (First) (Middle)
1954 INNERBELT BUSINESS CENTRE DRIVE

(Street)
ST. LOUIS MO 63114

(City) (State) (Zip)

Explanation of Responses:

- Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- Maxine Clark is the President and Sole Shareholder of Smart Stuff, Inc.
- Maxine Clark is the Manager of Clark/Fox, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox, L.L.C. except to the extent of her pecuniary interest therein, which consists of 69,498 shares.
- Maxine Clark is the Manager of Clark/Fox II, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox II, L.L.C. except to the extent of her pecuniary interest therein, which consists of 57,372 shares.
- Maxine Clark is the Manager of Clark/Fox III, L.L.C. Maxine Clark disclaims beneficial ownership of the shares owned by Clark/Fox III, L.L.C. except to the extent of her pecuniary interest therein, which consists of 18 shares.
- The options vest 25% each year beginning on the date specified. All options will automatically vest upon the consummation of the Company's initial public offering.
- The options with respect to 15,000 shares vest on each of September 13, 2002, 2003 and 2004.
- 1-to-1
- 1.303334-to-1
- 1.200083-to-1
- 1.188825-to-1
- 1.183108-to-1
- The options vest with respect to 54,963 shares on April 3, 2002, and 109,926 shares on each of April 3, 2003 and 2004.
- The options vest with respect to 15,000 shares on each of September 13, 2001 and 2005.

/s/ John Burtelow, Attorney-in-
fact for Maxine Clark 10/27/2004

** 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 5 (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.

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 Number.

**POWER OF ATTORNEY
FORMS 3, 4 AND 5**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Barry Erdos, Tina Klocke and John Burtelow, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Build-A-Bear Workshop, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16 day of October, 2004.

/s/ MAXINE CLARK

Signature

Maxine Clark

Print Name