

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Clark Maxine</u> <hr/> (Last) (First) (Middle) <u>C/O BUILD-A-BEAR WORKSHOP, INC.</u> <u>1954 INNERBELT BUSINESS CENTRE DRIVE</u> <hr/> (Street) <u>ST. LOUIS MO 63114</u> <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CE Bear & Chairman of Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/25/2005		j ⁽¹⁾		74,806	A	(2)	569,912 ⁽³⁾	D	
Common Stock	05/25/2005		j ⁽¹⁾		384,840	D	(2)	0	I	Clark/Fox, L.L.C.
Common Stock	05/25/2005		j ⁽¹⁾		395,792	D	(2)	0	I	Clark/Fox II, L.L.C.
Common Stock	05/25/2005		j ⁽¹⁾		77,292	D	(2)	0	I	Clark/Fox III, L.L.C.
Common Stock								2,940,364	I	Smart Stuff, Inc.

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					

1. Name and Address of Reporting Person*
Clark Maxine

 (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*
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)

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)

Explanation of Responses:

1. Pro rata distributions by each of Clark/Fox L.L.C., Clark/Fox II, L.L.C. and Clark/Fox III, L.L.C. (collectively, "the entities"). The entities were formed by Chief Executive Bear Maxine Clark prior to the initial public offering of Build-A-Bear Workshop, Inc. (the "Company") for purposes of allowing certain accredited investors to make private equity investments in the Company. Following the Company's initial public offering and the expiration of the mandatory 180 day lock-up agreement (which had prohibited distribution of the shares held by these entities), and in accordance with their respective operating agreements, the shares held by the entities were distributed to the entities' members on a pro rata basis.
2. Price is not applicable to distributions and acquisitions of portfolio securities because no purchase or sale of securities occurs in conjunction with the distributions subject to this filing.
3. Ms. Clark is also an investor in the entities and accordingly she also receives distribution of shares as reflected herein including: (1) 40,913 shares received as a distribution from Clark/Fox, L.L.C., (2) 33,871 shares received as a distribution from Clark/Fox II, L.L.C. and (3) 22 shares received as a distribution from Clark/Fox III, L.L.C.

/s/ Maxine Clark 05/26/2005
** 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.

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.