

BUILD A BEAR WORKSHOP INC

Form 4

February 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Klocke Tina

(Last) (First) (Middle)

C/O BUILD-A-BEAR
WORKSHOP, INC., 1954
INNERBELT BUSINESS CENTER
DR.

(Street)

ST. LOUIS, MO 63114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

BUILD A BEAR WORKSHOP INC
[BBW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Oper. Bear

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/24/2015		M	8,600 A	\$ 5.11 174,116	D	
Common Stock	02/24/2015		S	8,600 (1) D	\$ 20.09 (2) 165,516	D	
Common Stock	02/25/2015		M	28,108 A	\$ 5.11 193,624	D	
Common	02/25/2015		M	29,872 A	\$ 6.59 223,496	D	

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Stock								
Common Stock	02/25/2015	M	11,535	A	\$ 6.21	235,031	D	
Common Stock	02/25/2015	S	69,515 (1)	D	\$ 20.14 (3)	165,516 (4)	D	
Common Stock						100	I	Trust - Son James
Common Stock						100	I	Trust - Son Michael
Common Stock						300	I	Spouse

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 5.11	02/24/2015		M	8,600	(5) 03/17/2019(5)	Common Stock	8,600
Employee Stock Option (Right to Buy)	\$ 5.11	02/25/2015		M	28,108	(5) 03/17/2019(5)	Common Stock	28,108
Employee Stock Option	\$ 6.59	02/25/2015		M	29,872	(6) 03/23/2020(6)	Common Stock	29,872

(Right to
Buy)Employee
Stock

Option \$ 6.21 02/25/2015

M

11,535

(7)

03/22/2021(7)

Common
Stock

11,53

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Klocke Tina
C/O BUILD-A-BEAR WORKSHOP, INC.
1954 INNERBELT BUSINESS CENTER DR.
ST. LOUIS, MO 63114

Chief Oper. Bear

Signatures

/s/ Tina Klocke 02/26/2015

__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) Shares sold as part of cashless exercises of employee stock options.

The reporting price is the weighted average sale price per share for 12 transactions in which the sale prices range from \$20.00 to \$20.37 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

- (2) The reporting price is the weighted average sale price per share for 53 transactions in which the sale prices range from \$20.00 to \$20.53 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

- (3) After giving effect to the transactions reported in this Form 4, Ms. Klocke directly owns 127,500 shares of common stock and 38,016 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Ms. Klocke holds vested options to purchase 6,500 shares and unvested options to purchase 17,987 shares of Build-A-Bear Workshop, Inc.'s common stock. In addition, Ms. Klocke indirectly beneficially owns 200 shares through trusts for the benefit of two sons and 300 shares through her spouse.

- (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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