

BUILD A BEAR WORKSHOP INC  
 Form 4  
 March 19, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FENCL ERIC R**

(Last) (First) (Middle)

**BUILD-A-BEAR WORKSHOP,  
 INC., 1954 INNERBELT  
 BUSINESS CENTER DRIVE**

(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)  
**03/17/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Ch. Bear/Gen Couns. Int. Fran

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/17/2015		A	(1)	3,366	A	(2) 131,373 D
Common Stock	03/18/2015		F	(3)	\$ 939	D	(4) 130,434 D
					20.86		

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

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SEC 1474 (9-02)

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**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
Employee Stock Option (Right to Buy)	\$ 20.8	03/17/2015		A	4,974	03/17/2015 <sup>(5)</sup> 03/17/2025	Common Stock	4,974

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENCL ERIC R BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTER DRIVE ST. LOUIS, MO 63114			Ch. Bear/Gen Couns. Int. Fran	

## Signatures

/s/ Eric Fencl 03/19/2015

\*\*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) Grant to reporting person of 3,366 shares of restricted stock. The shares vest in equal annual installments over three years from the date of grant.
- (2) Price is not applicable to grants of restricted stock.
- (3) Shares surrendered in payment of tax withholding due upon vesting of restricted stock.
- (4) After giving effect to the transactions reported in this Form 4, Mr. Fencl directly owns 107,024 shares of common stock and 23,410 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Fencl holds vested options to purchase 46,857 shares and unvested options to purchase 11,934 shares of Build-A-Bear Workshop, Inc. common stock.
- (5) The options vest in equal annual installments over three years from the date of grant.
- (6) Price is not applicable to acquisitions resulting from grants of stock options.

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