

BUILD A BEAR WORKSHOP INC

Form 4

March 20, 2014

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

OMB
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(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)
03/18/2014

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)
Ch. Bear/Gen Couns. Int. Fran

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)	
			Code	V	Amount (A) or (D) Price			
Common Stock	03/18/2014		A		7,284 (1)	A	129,896	D
Common Stock	03/19/2014		F		645 (3)	D	\$ 9.24	129,251 (4) D

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

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information contained in this form are not
required to respond unless the form
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(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)
Employee Stock Option (Right to Buy)	\$ 9.43	03/18/2014		A	6,477	03/18/2014 ⁽⁵⁾ 03/18/2024	Common Stock 6,477

Reporting Owners

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

Signatures

/s/ Eric R. Fencl 03/20/2014
 **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 7,284 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 97,483 shares of common stock and 31,768 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Fencl holds vested options to purchase 37,762 shares and unvested options to purchase 16,055 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.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Eric R. Fencil

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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