

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

ERDOS BARRY

CIK: **1083202** | State of Incorporation: **DE** | Fiscal Year End: **0201**
Type: **4** | Act: **34** | File No.: **001-32320** | Film No.: **06513006**
SIC: **5621** Women's clothing stores

Mailing Address
*C/O ANNTAYLOR STORES
CORP
142 WEST 57TH STREET
NEW YORK NY 10019*

Business Address
*142 WEST 57TH ST
NEW YORK NY 10019
2125413300*

ISSUER

BUILD A BEAR WORKSHOP INC

CIK: **1113809** | IRS No.: **431883836** | State of Incorporation: **DE** | Fiscal Year End: **0101**
SIC: **5945** Hobby, toy & game shops

Mailing Address
*1954 INNERBELT BUSINESS
CENTRE DRIVE
ST LOUIS MO 63114*

Business Address
*1954 INNERBELT BUSINESS
CENTRE DRIVE
ST LOUIS MO 63114
314-423-8000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person ERDOS BARRY			2. Issuer Name and Ticker or Trading Symbol BUILD A BEAR WORKSHOP INC [BBW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. & COO Bear		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O BUILD-A-BEAR WORKSHOP, INC., 1954 INNERBELT BUSINESS CENTRE DRIVE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
ST. LOUIS, MO 63114								
(City)	(State)	(Zip)						

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)			
Common Stock	01/03/2006		<u>M</u>		20,000	A	\$8.78	35,000	D
Common Stock	01/03/2006		<u>S</u> ⁽¹⁾		20,000	D	\$28.25	15,000 ⁽²⁾	D

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$8.78	01/03/2006		<u>M</u>			20,000	⁽³⁾	04/25/2014 ⁽³⁾	Common Stock	20,000	\$ 0	40,000	D

Explanation of Responses:

1. This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

2. After giving effect to the transactions reported in this Form 4, Mr. Erdos directly owns 15,000 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Erdos holds vested options to purchase 55,000 shares and unvested options to purchase 30,000 shares of Build-A-Bear Workshop, Inc.'s common stock after giving effect to the exercise of options reported in this Form 4.
3. Under terms of the grant, the options vest in 25% increments over four years beginning one year after the date of grant. All remaining unexercisable options vested and became immediately exercisable in connection with the issuer's initial public offering on October 27, 2004.

Signatures

/s/ Barry Erdos

** Signature of Reporting Person

01/05/2006

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.