

VEST FRANK M JR  
Form 3  
October 27, 2004

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â VEST FRANK M JR		(Month/Day/Year)	BUILD A BEAR WORKSHOP INC [BBW]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
10 HALE STREET,Â SUITE 205			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CHARLESTON,Â WVÂ 25301			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Series A-5 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	410,557	\$ <u>(2)</u>	I	Catterton Partners IV, L.P. <u>(6)</u>
Series B-4 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	475,977	\$ <u>(3)</u>	I	Catterton Partners IV, L.P. <u>(6)</u>
Series D-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	696,863	\$ <u>(4)</u>	I	Catterton Partners IV, L.P. <u>(6)</u>
Series D-3 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	29,111	\$ <u>(5)</u>	I	Catterton Partners IV, L.P. <u>(6)</u>
Series A-5 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	143,938	\$ <u>(2)</u>	I	Catterton Partners IV-A, L.P. <u>(6)</u>
Series B-4 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	166,873	\$ <u>(3)</u>	I	Catterton Partners IV-A, L.P. <u>(6)</u>
Series D-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	244,314	\$ <u>(4)</u>	I	Catterton Partners IV-A, L.P. <u>(6)</u>
Series D-3 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,205	\$ <u>(5)</u>	I	Catterton Partners IV-A, L.P. <u>(6)</u>
Series A-5 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,035	\$ <u>(2)</u>	I	Catterton Partners IV-B, L.P. <u>(6)</u>
Series B-4 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	11,634	\$ <u>(3)</u>	I	Catterton Partners IV-B, L.P. <u>(6)</u>
Series D-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	17,032	\$ <u>(4)</u>	I	Catterton Partners IV-B, L.P. <u>(6)</u>
Series D-3 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	711	\$ <u>(5)</u>	I	Catterton Partners IV-B, L.P. <u>(6)</u>
Series A-5 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	12,111	\$ <u>(2)</u>	I	Catterton Partners IV Special Purpose, L.P. <u>(6)</u>
Series B-4 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	14,041	\$ <u>(3)</u>	I	Catterton Partners IV Special Purpose, L.P. <u>(6)</u>
Series D-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	21,311	\$ <u>(4)</u>	I	Catterton Partners IV Special Purpose, L.P. <u>(6)</u>
Series D-3 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	889	\$ <u>(5)</u>	I	Catterton Partners IV Special Purpose, L.P. <u>(6)</u>
Series A-5 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	346,109	\$ <u>(2)</u>	I	Catterton Partners IV Offshore, L.P. <u>(6)</u>
Series B-4 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	401,261	\$ <u>(3)</u>	I	Catterton Partners IV Offshore, L.P. <u>(6)</u>

Series D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	587,473	\$ (4)	I	Catterton Partners IV Offshore, L.P. (6)
Series D-3 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	24,541	\$ (5)	I	Catterton Partners IV Offshore, L.P. (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEST FRANK M JR 10 HALE STREET SUITE 205 CHARLESTON, WV 25301	Â X	Â	Â	Â

## Signatures

/s/ John Burtelow, Attorney-in-fact for Frank M. Vest, Jr. 10/27/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (2) 1.303334-to-1.
- (3) 1-to-1.
- (4) 1.200083-to-1.
- (5) 1.183108-to-1.

(6) Frank Vest is a member of the managing board of CP4 Principals, L.L.C. which is the Managing Member of Catterton Managing Partner IV, L.L.C. which is the general partner of Catterton Partners IV, L.P., Catterton Partners IV-A, L.P. and Catterton Partners IV-B, L.P. and the managing general partner of Catterton Partners IV Special Purpose, L.P. and Catterton Partners IV Offshore, L.P. Mr. Vest disclaims beneficial ownership of the shares held by the Catterton funds.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.