

Gould James M
Form 3
October 27, 2004

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â Gould James M | | (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) |
| | | 10/27/2004 | | |
| 312 WALNUT STREET,Â SUITE 1151 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| CINCINNATI,Â OHÂ 45202 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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) |
|---------------------------------|---|--|---|
| Common Stock | 93,864 | I | Walnut Capital Partners, L.P. ⁽¹⁾ |

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

SEC 1473 (7-02)

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 control number.

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|--------|----------------------------|--------------------------------------|
| Series A-3 Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,190,203 | \$ (3) | I | Walnut Capital Partners, L.P. (1) |
| Series B-2 Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,380,418 | \$ (4) | I | Walnut Capital Partners, L.P. (1) |
| Series D-1 Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 813,499 | \$ (5) | I | Walnut Investment Partners, L.P. (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gould James M 312 WALNUT STREET SUITE 1151 CINCINNATI, OH 45202 | Â X | Â | Â | Â |

Signatures

/s/ John Burtelow, Attorney-in-fact for James Gould 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).
- James Gould is a manager of Walnut Capital Management Group, LLC which is the general partner of Walnut Capital Partners, L.P. Mr.
- (1) Gould disclaims beneficial ownership of the shares owned by Walnut Capital Partners, L.P. except to the extent of his pecuniary interest therein.
 - (2) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
 - (3) 1.30333-to-1.
 - (4) 1-to-1.
 - (5) 1.200083-to-1.
- James Gould is a manager of Walnut Investments Holding Company which is the general partner of Walnut Investment Partners, L.P. Mr.
- (6) Gould disclaims beneficial ownership of the shares owned by Walnut Investment Partners, L.P. except to the extent of his pecuniary interest therein.

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.