

EBSWORTH BARNEY A  
Form SC 13G/A  
February 09, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***  
**Build-A-Bear Workshop, Inc.**

(Name of Issuer)  
**Common Stock**

(Title of Class of Securities)  
**120076 10 4**

(CUSIP Number)  
**December 31, 2009**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 120076 10 4

SCHEDULE 13G

Page 2 of 7 Pages

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Barney A. Ebsworth

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

---

CUSIP No. 120076 10 4

SCHEDULE 13G

Page 3 of 7 Pages

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Barney A. Ebsworth Living Trust dated July 23, 1986

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Trust)

---

**Item 1(a). Name of Issuer:**

Build-A-Bear Workshop, Inc.

**Item 1(b). Address of Principal Executive Offices of Issuer:**

1954 Innerbelt Business Center Drive  
St. Louis, MO 63114

**Item 2(a). Name of Person(s) Filing:**

Barney A. Ebsworth

The Barney A. Ebsworth Living Trust dated July 23, 1986 (the *Ebsworth Trust* )

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

4053 Hunts Point Road  
Hunts Point, WA 98904

**Item 2(c). Citizenship:**

Barney A. Ebsworth: United States

The Ebsworth Trust : United States

**Item 2(d). Title of Class of Securities:**

Common Stock of Build-A-Bear Workshop, Inc.

**Item 2(e). CUSIP Number:**

120076 10 4

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).  
Not applicable.

**Item 4. Ownership.**

(a) As of December 31, 2009, neither the Ebsworth Trust nor Mr. Ebsworth is the beneficial owner of any shares of the Issuer's common stock.

(b) The following percentage interest calculations for each of the Reporting Persons are based on the Issuer having 20,361,705 shares of common stock outstanding as of November 9, 2009, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2009:

Barney A. Ebsworth	0.0%
The Ebsworth Trust	0.0%

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote:	
Barney A. Ebsworth	0
The Ebsworth Trust	0
(ii) Shared power to vote or to direct the vote:	
Barney A. Ebsworth	0
The Ebsworth Trust	0
(iii) Sole power to dispose or to direct the disposition of:	
Barney A. Ebsworth	0
The Ebsworth Trust	0
(iv) Shared power to dispose or to direct the disposition of:	
Barney A. Ebsworth	0
The Ebsworth Trust	0

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

<b>Exhibit</b>	<b>Document Description</b>
----------------	-----------------------------

99.1	Agreement Pursuant to Rule 13d-1(k)(1)(iii)
------	---

Page 6 of 7

---



**SIGNATURE**

After reasonable inquiry and to the best of the Reporting Person's knowledge and belief, the Reporting Person certifies that the information set forth in this statement is true, complete and correct.

Date: February 2, 2010

THE BARNEY A. EBSWORTH LIVING  
TRUST  
DATED JULY 23, 1986

By: /s/ Barney A. Ebsworth  
Barney A. Ebsworth, Trustee

BARNEY A. EBSWORTH

By: /s/ Barney A. Ebsworth  
Barney A. Ebsworth

Page 7 of 7