WILLIAMS SONOMA INC

Form 4 May 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** King David Randolph			2. Issuer Name and Ticker or Trading Symbol WILLIAMS SONOMA INC [WSM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)			
			(Month/Day/Year)	Director 10% Owner			
3250 VAN NESS AVENUE			05/27/2014	_X_ Officer (give title Other (specify below) SVP GENERAL COUNSEL			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN FRANCISCO, CA 94109			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(City)	(State)	(Zip) Tabl	le 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. Transactio Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3, 4)	sposed	of (D)	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)		
Common Stock	05/27/2014		M	8,750	A	\$ 8.56	25,330	D			
Common Stock	05/27/2014		F	3,991 (1)	D	\$ 67.98	21,339	D			
Common Stock	05/27/2014		D	1,102 (2)	D	\$ 67.98	20,237	D			
Common Stock	05/29/2014		S	13,007	D	\$ 68.08	7,230	D			
Common							185	I	Ву		

Managed

Account

(3)

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

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SEC 1474 (9-02)

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. Transactic 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled Stock Appreciation Right (ssar)	\$ 8.56	05/27/2014		M		8,750	<u>(4)</u>	11/07/2018	Common Stock	8,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King David Randolph

3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 **SVP GENERAL COUNSEL**

Signatures

/s/ Laurel Pies, Attorney-in-Fact for David R.

05/29/2014

King

**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) Reflects the number of shares retained by the issuer to satisfy tax withholding requirements in connection with the reporting person's exercise of a stock-settled stock appreciation right.

(2)

Reporting Owners 2

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Reflects the number of shares retained by the issuer in connection with the reporting person's exercise of a stock-settled stock appreciation right.

- (3) Represents the number of shares held by the reporting person in the Williams-Sonoma, Inc. Stock Fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated May 27, 2014.
- (4) These stock-settled stock appreciation rights are fully vested and immediately exercisable.

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.