

WILLIAMS SONOMA INC
Form 3
July 17, 2006

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	
MILLER DEAN		(Month/Day/Year)	WILLIAMS SONOMA INC [WSM]	
(Last)	(First)	(Middle)	07/07/2006	
3250 VAN NESS AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN FRANCISCO, CA 94109			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP-CHIEF SUPPLY CHAIN OFFICER	

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	3,298	I	by Managed Account ⁽¹⁾

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	07/24/2001	07/24/2010	Common Stock	10,000 ⁽²⁾	\$ 17.9688	D	Â
Non-Qualified Stock Option (right to buy)	10/09/2001	10/09/2010	Common Stock	20,000 ⁽³⁾	\$ 9.5	D	Â
Non-Qualified Stock Option (right to buy)	12/01/2001	12/01/2010	Common Stock	20,000 ⁽⁴⁾	\$ 8.3125	D	Â
Non-Qualified Stock Option (right to buy)	03/27/2002	03/27/2011	Common Stock	4,000 ⁽⁵⁾	\$ 13.66	D	Â
Non-Qualified Stock Option (right to buy)	04/03/2003	04/03/2012	Common Stock	4,800 ⁽⁶⁾	\$ 22.47	D	Â
Non-Qualified Stock Option (right to buy)	04/01/2004	04/01/2013	Common Stock	12,000 ⁽⁷⁾	\$ 21.8	D	Â
Non-Qualified Stock Option (right to buy)	06/30/2005	06/30/2014	Common Stock	30,000 ⁽⁸⁾	\$ 32.39	D	Â
Non-Qualified Stock Option (right to buy)	05/27/2006	05/27/2015	Common Stock	30,000 ⁽⁹⁾	\$ 38.84	D	Â
Non-Qualified Stock Option (right to buy)	08/16/2006	08/16/2015	Common Stock	10,000 ⁽¹⁰⁾	\$ 43.04	D	Â
Restricted Stock Units	01/31/2010	01/31/2011	Common Stock	40,000 ⁽¹¹⁾	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER DEAN 3250 VAN NESS AVE SAN FRANCISCO, CA 94109	Â	Â	Â	EVP-CHIEF SUPPLY CHAIN OFFICER Â

Signatures

Nicolas de Porcel, Attorney-In-Fact for Dean A. Miller 07/17/2006

**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) The reporting person owns \$110,676 in the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated July 7, 2006. The number of shares indirectly owned and noted on Table I was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$33.55, the closing price of Williams-Sonoma, Inc. common stock on July 7, 2006.
 - (2) The original grant was for 50,000 stock options. The stock options vest and become exercisable in five equal installments commencing on July 24, 2001.

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- (3) The stock options vest and become exercisable in five equal installments commencing on October 9, 2001.
- (4) The stock options vest and become exercisable in five equal installments commencing on December 1, 2001.
- (5) The original grant was for 20,000 stock options. The stock options vest and become exercisable in five equal installments commencing on March 27, 2002.
- (6) The original grant was for 12,000 stock options. The stock options vest and become exercisable in five equal installments commencing on April 3, 2003.
- (7) The original grant was for 20,000 stock options. The stock options vest and become exercisable in five equal installments commencing on April 1, 2004.
- (8) The stock options vest and become exercisable in five equal installments commencing on June 30, 2005.
- (9) The stock options vest and become exercisable in five equal installments commencing on May 27, 2006.
- (10) The stock options vest and become exercisable in five equal installments commencing on August 16, 2006.
- (11) The restricted stock units vest in two equal annual installments on January 31, 2010 and January 31, 2011, subject to Williams-Sonoma, Inc. achieving certain performance goals. Vested shares will be delivered to the reporting person upon vesting or the end of the deferral period, if applicable.

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.