

JAFFE SETH
Form 4
April 21, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
JAFFE SETH

(Last) (First) (Middle)

3250 VAN NESS AVENUE

(Street)

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WILLIAMS SONOMA INC [WSM]

3. Date of Earliest Transaction (Month/Day/Year)

04/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP - GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/10/2010		M	17,531 A \$ 0	17,531	D	
Common Stock	04/10/2010		F	7,427 (1) D \$ 29.43	10,104	D	
Common Stock					334	I	by Managed Account

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

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SEC 1474 (9-02)

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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. Transaction 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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 29.56	04/10/2009		D		15,000	<u>(2)</u>	09/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.39	04/10/2009		D		20,000	<u>(2)</u>	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 38.84	04/10/2009		D		30,000	<u>(5)</u>	05/27/2015	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	3,125		<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	4,651		<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	7,317		<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	7,894		<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	6,451		<u>(12)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		7,776	<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		7,605	<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		2,150	<u>(12)</u>	<u>(9)</u>	Common Stock
Stock Settled Stock Appreciation Right (SSAR)	\$ 34.89	04/10/2009		D		20,000	<u>(14)</u>	03/27/2017	Common Stock
	\$ 40.44	04/10/2009		D		30,000	<u>(15)</u>	03/15/2016	

Stock Settled
Stock
Appreciation
Right (SSAR)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAFFE SETH 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109			SVP - GENERAL COUNSEL	

Signatures

By: Attorney in Fact, Laurel Pies For: Seth R.
Jaffe

04/21/2010

__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) Represents the number of shares withheld upon vesting of restricted stock units to cover tax withholding obligations.

(2) The cancelled option was fully vested.

(3) On April 10, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on September 15, 2003. In connection with the exchange, the reporting person received one restricted stock unit for every 4.8 exchanged options, subject to rounding.

(4) On April 10, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on June 30, 2004. In connection with the exchange, the reporting person received one restricted stock unit for every 4.3 exchanged options, subject to rounding.

(5) The cancelled option provided for vesting in five equal annual installments beginning on May 27, 2006.

(6) On April 10, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on May 27, 2005. In connection with the exchange, the reporting person received one restricted stock unit for every 4.1 exchanged options, subject to rounding.

(7) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.

(8) The restricted stock units vest on April 10, 2010.

(9) Not applicable.

(10) The restricted stock units vest in two equal annual installments beginning on April 10, 2010.

(11) On April 10, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on March 15, 2006. In connection with the exchange, the reporting person received one restricted stock unit for every 3.8 exchanged stock settled appreciation rights, subject to rounding.

(12) The restricted stock units vest in three equal annual installments beginning on April 10, 2010.

(13) On April 10, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on March 27, 2007. In connection with the exchange, the reporting person received one restricted stock unit for every 3.1 exchanged stock settled appreciation rights, subject to rounding.

(14) The cancelled stock settled stock appreciation rights provided for vesting in five equal annual installments beginning on March 27, 2008.

(15) The cancelled stock settled stock appreciation rights provided for vesting in five equal annual installments beginning on March 15, 2007.

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