

WILLIAMS SONOMA INC

Form 4

March 20, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOLLY PAT

(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)

03/18/2014

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)

EVP CMO

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)
Common Stock	03/18/2014		M	60,000	A \$ 8.56	579,859	D
Common Stock	03/18/2014		F	25,101 (1)	D \$ 66.76	554,758	D
Common Stock	03/18/2014		D	7,694 (2)	D \$ 66.76	547,064	D
Common Stock	03/19/2014		M	50,000	A \$ 32.39	597,064	D
Common Stock	03/19/2014		S	77,205	D \$ 66.1713 (3)	519,859	D

Common Stock	37,851	I	By Managed Account (4)
Common Stock	225,000	I	By LLC

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

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(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. 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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.56	03/18/2014		M		60,000		<u>(5)</u>	11/07/2018	Common Stock	60,000
Non-qualified Stock Option (Right to Buy)	\$ 32.39	03/19/2014		M		50,000		<u>(6)</u>	06/30/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOLLY PAT 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X		EVP CMO	

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Patrick J.
Connolly

03/20/2014

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

Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$65.66 to \$66.61. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(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 March 18, 2014.

(4) These stock-settled stock appreciation rights are fully vested and immediately exercisable.

(5) These stock options 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.

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