

WILLIAMS SONOMA INC
Form 4
March 19, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hayes Janet

(Last) (First) (Middle)
3250 VAN NESS AVE.
(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)
03/17/2014

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)

PRESIDENT WS BRAND

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 or Price		
Common Stock	03/17/2014		M		1,250 A \$ 8.01	6,197	D
Common Stock	03/17/2014		F		408 ⁽¹⁾ D \$ 64.51	5,789	D
Common Stock	03/17/2014		D		156 ⁽²⁾ D \$ 64.51	5,633	D
Common Stock	03/17/2014		M		22,006 A \$ 40.87	27,639	D
Common Stock	03/17/2014		F		3,031 ⁽¹⁾ D \$ 64.51	24,608	D

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Common Stock 03/17/2014 D 13,942 (2) D \$ 64.51 10,666 D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.01	03/17/2014		M	1,250	(3) 12/19/2018	Common Stock	1,250
Stock Appreciation Rights	\$ 40.87	03/17/2014		M	22,006	(4) 04/05/2018	Common Stock	22,006

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Janet 3250 VAN NESS AVE. SAN FRANCISCO, CA 94109			PRESIDENT WS BRAND	

Signatures

Laurel Pies, Attorney-in-Fact for Janet Hayes 03/19/2014

**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)

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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.
- (3) These stock settled stock appreciation rights are fully vested and immediately exercisable.
- (4) Of these stock settled stock appreciation rights, 22,006 are fully vested and exercisable and 11,002 vest on each of 4/5/2014 and 4/5/2015.

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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