

Benson Marta
Form 4
April 22, 2019

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 *
Benson Marta

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 (Month/Day/Year)

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

3250 VAN NESS AVE.

04/18/2019

PRESIDENT POTTERY BARN BRAND

(Street)

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

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

SAN FRANCISCO, CA 94109

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

(City) (State) (Zip)

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	04/18/2019		M	1,642 A \$ 0	12,118	D	
Common Stock	04/18/2019		F	568 ⁽¹⁾ D \$ 57.62	11,550	D	
Common Stock	04/18/2019		M	10,767 A \$ 0	22,317	D	
Common Stock	04/18/2019		F	4,153 ⁽¹⁾ D \$ 57.62	18,164	D	
Common Stock	04/20/2019		M	915 A \$ 0	19,079	D	

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) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (3) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2017, 2018, 2019 and 2020. Vesting of these units was subject to a performance metric, which has been met.
- (4) The restricted stock units are cancelled upon vesting and delivery of shares of WSM common stock.
- (5) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2019, 2020, 2021 and 2022.
- (6) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2020, 2021, 2022 and 2023.
- (7) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2016, 2017, 2018 and 2019. Vesting of these units was subject to a performance metric, which has been met.

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.