

WILLIAMS SONOMA INC
Form 4
December 07, 2012

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 *
BELLAMY ADRIAN D P

(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)

12/05/2012

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)

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		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	12/05/2012		M		10,500	A	\$ 27.25	104,932	D	
Common Stock	12/05/2012		M		13,500	A	\$ 30.02	118,432	D	
Common Stock	12/05/2012		M		13,500	A	\$ 36.53	131,932	D	
Common Stock	12/05/2012		M		13,500	A	\$ 39.8	145,432	D	
Common Stock	12/05/2012		M		6,750	A	\$ 34.13	152,182	D	
	12/05/2012		D			D	\$ 45.22	147,087	D	

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Common Stock					5,095			
					<u>(1)</u>			
Common Stock	12/05/2012	S	28,600	D	\$ 44.7687	118,487	D	
					<u>(2)</u>			
Common Stock	12/06/2012	S	67,000	D	\$ 44.2778	51,487	D	
					<u>(3)</u>			
Common Stock	12/07/2012	S	37,055	D	\$ 44.3873	14,432	D	
					<u>(4)</u>			

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 27.25	12/05/2012		M	10,500	<u>(5)</u> 05/28/2013	Common Stock	10,500	
Non-qualified Stock Option (Right to Buy)	\$ 30.02	12/05/2012		M	13,500	<u>(5)</u> 05/19/2014	Common Stock	13,500	
Non-qualified Stock Option (Right to Buy)	\$ 36.53	12/05/2012		M	13,500	<u>(5)</u> 05/18/2015	Common Stock	13,500	
Non-qualified Stock Option (Right to Buy)	\$ 39.8	12/05/2012		M	13,500	<u>(5)</u> 05/23/2016	Common Stock	13,500	
Stock Settled Stock Appreciation	\$ 34.13	12/05/2012		M	6,750	<u>(6)</u> 05/16/2017	Common Stock	6,750	

Right (ssar)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELLAMY ADRIAN D P 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109			X	

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Adrian D.P.
Bellamy

12/07/2012

**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 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 \$44.58 to \$44.96. 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) Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$44.03 to \$44.63. 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.
- (4) Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$44.08 to \$44.81. 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.
- (5) These stock options are fully vested and immediately exercisable.
- (6) These stock appreciation rights 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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