

WILLIAMS SONOMA INC
Form 4
October 15, 2008

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 *
LESTER HOWARD

(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)
10/13/2008

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)
CHAIRMAN - CEO

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 | 10/13/2008 | | S | | 350,000 (1) | D | \$ 12.6314 (2) |
| Common Stock | 10/14/2008 | | S | | 650,000 (1) | D | \$ 13.1735 (3) |
| Common Stock | 10/13/2008 | | J | 8 | A | \$ 13.63 | 724 (4) |

by
Managed
Account

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LESTER HOWARD 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 | X | | CHAIRMAN - CEO | |

Signatures

By: Attorney-in-fact, Laurel Pies For: Howard W. Lester 10/15/2008

__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) The shares had been previously pledged to collateralize a loan and were sold as the result of a margin call at the discretion of the lending institution.
Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$12.13 to \$12.6314. 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 \$12.52 to \$13.1735. 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) The reporting person owns \$9,871.44 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated October 13, 2008. The number of shares indirectly owned was calculated by dividing the amount owned in the

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Williams-Sonoma, Inc. stock fund by \$13.63, the closing price of Williams-Sonoma, Inc. common stock on October 13, 2008.

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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