

King David Randolph
Form 3
February 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>King David Randolph</p> <p>(Last) (First) (Middle)</p> <p>3250 VAN NESS AVENUE</p> <p>(Street)</p> <p>SAN FRANCISCO, CA 94109</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/24/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WILLIAMS SONOMA INC [WSM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP GENERAL COUNSEL</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,458 | D | By Managed Account |
| Common Stock | 179 | I | By Managed Account |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,126 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 9,534 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 3,350 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 1,076 | \$ (2) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 5,700 | \$ (2) | D | Â |
| Stock Settled Stock Appreciation Right (ssar) | Â (7) | 04/05/2018 | Common Stock | 9,310 | \$ 40.87 | D | Â |
| Stock Settled Stock Appreciation Right (ssar) | Â (8) | 11/07/2018 | Common Stock | 26,250 | \$ 8.56 | D | Â |
| Stock Settled Stock Appreciation Right (ssar) | Â (9) | 11/09/2018 | Common Stock | 16,800 | \$ 38.19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| King David Randolph 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 | Â | Â | Â SVP GENERAL COUNSEL | Â |

Signatures

/s/ Laurel Pies, Attorney-in-Fact for David R. King

02/01/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted stock units will vest on 5/2/2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (3) These restricted stock units will vest on 3/25/2014.
- (4) These restricted stock units will vest in two equal parts on 4/5/2013 and 4/5/2015.
- (5) These restricted stock units will vest on 4/10/2012.
- (6) These restricted stock units will vest in two equal parts on 11/9/2013 and 11/9/2015.

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- (7) These stock appreciation rights will vest in four equal parts on 4/5/2012, 4/5/2013, 4/5/2014, and 4/5/2015.
- (8) Of these stock appreciation rights, 17,500 are fully vested and exercisable and the remaining 8,750 will vest on 11/7/2012.
- (9) These stock appreciation rights will vest in four equal parts on 11/9/2012, 11/9/2013, 11/9/2014, and 11/9/2015.

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.