

STANGL SANDRA
Form 4
November 23, 2012

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 *
STANGL SANDRA

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)

11/20/2012

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

PRESIDENT POTTERY BARN BRAND

3250 VAN NESS AVE.

(Street)

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

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

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94109

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/20/2012		M		25,000	A	\$ 8.56
Common Stock	11/20/2012		F		9,452 (1)	D	\$ 45.02
Common Stock	11/20/2012		D		4,754 (2)	D	\$ 45.02
Common Stock	11/20/2012		M		7,200	A	\$ 21.8
Common Stock	11/20/2012		S		17,994	D	\$ 44.2493 (3)

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Common Stock 5,048 ⁽⁴⁾ I By Managed Account

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.56	11/20/2012		M	25,000	⁽⁵⁾ 11/07/2018	Common Stock	25,000
Non-qualified Stock Option (Right to Buy)	\$ 21.8	11/20/2012		M	7,200	⁽⁶⁾ 04/01/2013	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANGL SANDRA 3250 VAN NESS AVE. SAN FRANCISCO, CA 94109			PRESIDENT POTTERY BARN BRAND	

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Sandra Stangl 11/23/2012

**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).

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- (1) 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.
Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$44.07 to
- (3) \$44.37. 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) Represents the number of shares held by the reporting person in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated November 20, 2012.
- (5) These stock appreciation rights are fully vested and immediately exercisable.
- (6) These stock options 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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