#### WILLIAMS SONOMA INC

Form 4

March 27, 2014

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** King David Randolph			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	WILLIAMS SONOMA INC [WSM] 3. Date of Earliest Transaction	(Check all applicable)			
3250 VAN NESS AVENUE		E	(Month/Day/Year) 03/25/2014	Director 10% Owner _X_ Officer (give title Other (specify below)  SVP GENERAL COUNSEL			
	(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			
SAN FRANCISCO, CA 94109				Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A)		Securities Form: Direct Beneficially (D) or Owned Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/25/2014		M	9,534	A	\$0	15,216	D	
Common Stock	03/25/2014		F	3,574 (1)	D	\$ 0	11,642	D	
Common Stock							185	I	By Managed Account (2)

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

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displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day.	ate	7. Title and a Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	03/25/2014		M	9,534	<u>(4)</u>	(5)	Common Stock	9,534	\$

## **Reporting Owners**

Paparting Owner Name / Address	Relationships
Panarting () whor Nama / Address	

Director 10% Owner Officer Other

King David Randolph 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109

SVP GENERAL COUNSEL

### **Signatures**

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

03/27/2014

Date

\*\*Signature of Reporting Person

## **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) 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 March 25, 2014.
- (3) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (4) The restricted stock units vested fully on March 25, 2014. Dividend equivalent payments are accrued and paid upon vesting of these shares.
- (5) The restricted stock units are cancelled upon vesting and delivery of shares of WSM common stock.

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.

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