

WILLIAMS SONOMA INC
Form 4
June 10, 2015

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 *
DILLON ADRIAN T

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)
3250 VAN NESS AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2015

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

SAN FRANCISCO, CA 94109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/08/2015 | | M | 7,750 A \$ 34.13 | 80,759 | I | Trust |
| Common Stock | 06/08/2015 | | D | 3,362 (1) D \$ 78.69 | 77,397 | I | Trust |
| Common Stock | 06/08/2015 | | M | 15,500 A \$ 39.8 | 92,897 | I | Trust |
| Common Stock | 06/08/2015 | | S | 15,500 D \$ 78.78 (2) | 77,397 | I | Trust |
| Common Stock | 06/10/2015 | | S | 4,388 D \$ 78.56 | 73,009 | I | Trust |

(3)

Common Stock 2,300 I Children

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

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.

SEC 1474 (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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Settled Stock Appreciation Right (ssar) | \$ 34.13 | 06/08/2015 | | M | 7,750 | 05/16/2008 ⁽⁴⁾ 05/16/2017 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 39.8 | 06/08/2015 | | M | 15,500 | 05/23/2007 ⁽⁵⁾ 05/23/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DILLON ADRIAN T 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 | | | X | |

Signatures

/s/ David King, Attorney-in-Fact for Adrian T. Dillon 06/10/2015

__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 \$78.57 to \$79.02. 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.

(2) Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$78.56 to \$78.57. 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) These stock-settled stock appreciation rights are fully vested and immediately exercisable.

(4) 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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