

JAFFE SETH
Form 4
April 21, 2010

FORM 4

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

OMB APPROVAL

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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 *
JAFFE SETH

(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)

04/10/2009

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)

SVP - GENERAL COUNSEL

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/10/2010		M	17,531	A \$ 0	17,531	D
Common Stock	04/10/2010		F	7,427 <u>(1)</u>	D \$ 29.43	10,104	D
Common Stock						334	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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 29.56	04/10/2009		D		15,000	<u>(2)</u>	09/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.39	04/10/2009		D		20,000	<u>(2)</u>	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 38.84	04/10/2009		D		30,000	<u>(5)</u>	05/27/2015	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	3,125		<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	4,651		<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	7,317		<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	7,894		<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2009		A	6,451		<u>(12)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		7,776	<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		7,605	<u>(10)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(7)</u>	04/10/2010		M		2,150	<u>(12)</u>	<u>(9)</u>	Common Stock
Stock Settled Stock Appreciation Right (SSAR)	\$ 34.89	04/10/2009		D		20,000	<u>(14)</u>	03/27/2017	Common Stock
	\$ 40.44	04/10/2009		D		30,000	<u>(15)</u>	03/15/2016	

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