

LYNCH MIKE  
Form 4  
October 01, 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 \*  
LYNCH MIKE

(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)

09/27/2012

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)

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)
				Code	V Amount or Price			
Common Stock	09/27/2012		S	2,300	D \$ 44.0354 (1)	11,964 (2)	D	
Common Stock	09/27/2012		M	10,500	A \$ 27.25	22,464 (2)	D	
Common Stock	09/27/2012		M	14,500	A \$ 30.02	36,964 (2)	D	
Common Stock	09/27/2012		M	16,500	A \$ 36.53	53,464 (2)	D	
Common Stock	09/28/2012		S	41,500	D \$ 43.2601	11,964 (2)	D	

(3)

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 27.25	09/27/2012		M	10,500	<u>(4)</u> 05/28/2013	Common Stock	10,500
Non-qualified Stock Option (Right to Buy)	\$ 30.02	09/27/2012		M	14,500	<u>(4)</u> 05/19/2014	Common Stock	14,500
Non-qualified Stock Option (Right to Buy)	\$ 36.53	09/27/2012		M	16,500	<u>(4)</u> 05/18/2015	Common Stock	16,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH MIKE 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109				X

## Signatures

/s/ Laurel Pies, Attorney-in-Fact for Michael R. Lynch  
10/01/2012

\*\*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).

Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$44.00 to

(1) \$44.06. 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) In addition, the reporting person may be deemed to beneficially own an additional 18,942 shares of common stock which were issued upon the vesting of restricted stock units, the receipt of which have been deferred pursuant to an election made by the reporting person. Such shares will not be delivered to the reporting person until the end of the deferral period.

(3) Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$43.21 to \$43.47. 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) 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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