

STANGL SANDRA
Form 4
March 27, 2013

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)
3250 VAN NESS AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2013

____ Director
 Officer (give title below) _____ Other (specify below)
PRESIDENT POTTERY BARN BRANDS

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/26/2013 | | M | | 10,000 | A | \$ 27 |
| | | | | | | | 23,896 |
| Common Stock | 03/26/2013 | | S | | 10,000 | D | \$ 50.7688 |
| | | | | | | | <u>(1)</u> |
| Common Stock | 03/27/2013 | | M | | 12,500 | A | \$ 8.01 |
| | | | | | | | 26,396 |
| Common Stock | 03/27/2013 | | F | | <u>3,961</u> | D | \$ 51.03 |
| | | | | | <u>(2)</u> | | 22,435 |
| Common Stock | 03/27/2013 | | D | | <u>1,963</u> | D | \$ 51.03 |
| | | | | | <u>(3)</u> | | 20,472 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------------------|--------|---|---------------------------------|
| Common Stock | 03/27/2013 | S | 6,576 | D | \$ 50.6974 (4) | 13,896 | D | |
| Common Stock | | | | | | 5,196 | I | By Managed Account (5) |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy) | \$ 27 | 03/26/2013 | | M | 10,000 | (6) 09/29/2013 | Common Stock | 10,000 |
| Stock Appreciation Rights | \$ 8.01 | 03/27/2013 | | M | 12,500 | (7) 12/19/2018 | Common Stock | 12,500 |

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 BRANDS

Signatures

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

03/27/2013

__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 \$50.72 to
- (1) \$50.82. 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 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.
- (3) 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 \$50.59 to
- (4) \$50.77. 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.
- (5) 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 26, 2013.
- (6) These stock options are fully vested and immediately exercisable.
- (7) These stock appreciation rights 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.

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.