

STANGL SANDRA
Form 4
May 04, 2012

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 *
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.

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

05/02/2012

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

PRESIDENT POTTERY BARN BRAND

(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
____ Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94109

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/02/2012 | | M | 10,558 A \$ 0 | 18,825 | D | |
| Common Stock | 05/02/2012 | | F | 4,929 (1) D \$ 38.85 | 13,896 | D | |
| Common Stock | | | | | 4,860 (2) | I | By Managed Account |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 05/02/2012 | | M | 10,558 | (4) (5) | Common Stock | 10,558 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| STANGL SANDRA 3250 VAN NESS AVE. SAN FRANCISCO, CA 94109 | Director 10% Owner Officer Other PRESIDENT POTTERY BARN BRAND |

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Sandra Stangl
Date: 05/04/2012

**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).
- (1) Represents the number of shares withheld upon vesting of restricted stock units to cover tax withholding obligations.
The reporting person owns \$194,194.96 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated May 2, 2012. The number of shares indirectly owned was calculated by dividing the amount owned in the WSM stock fund by \$39.95, the closing price of Williams-Sonoma, Inc. common stock on May 2, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (3) The restricted stock units fully vested on May 2, 2012. Dividend equivalent payments were accrued and paid upon vesting of these shares.
- (4) The restricted stock units were cancelled upon vesting and delivery of shares of WSM common stock.
- (5) The remaining restricted stock units vest as follows: 9,137 units vest on 4/5/2013; 25,000 units vest on 3/25/2014; and 9,138 units vest on 4/5/2015.

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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