LESTER HOWARD

Form 4

January 27, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

LESTER HOWARD

Symbol

WILLIAMS SONOMA INC [WSM]

(Check all applicable)

CHAIRMAN & CEO

(Last)

(First)

(Middle)

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

_X__ Director

10% Owner

3250 VAN NESS AVENUE

01/25/2010

X_ Officer (give title below) below)

Other (specify

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(Instr. 3, 4 and 5)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Following Reported

Transaction(s)

(A) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (ADisposed of (Instr. 3, 4, 5)	f(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/25/2010		A		249,501		(2)	<u>(3)</u>	Common Stock	249,501

Reporting Owners

Reporting Owner Name / Address	Relationships							
F8	Director	10% Owner	Officer	Other				
LESTER HOWARD 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X		CHAIRMAN & CEO					

Signatures

By: Attorney-in-Fact, Laurel Pies For: Howard
Lester 01/27/2010

**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) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- One hundred percent of the restricted stock units will vest the earlier of January 25, 2012, or upon retirement, death or disability. Vested (2) shares will be delivered to the reporting person upon vesting, subject to a potential six-month delay to comply with Internal Revenue Code Section 409A.
- One hundred percent of the restricted stock units will vest the earlier of January 25, 2012, or upon retirement, death or disability. Vested (3) shares will be delivered to the reporting person upon vesting, subject to a potential six-month delay to comply with Internal Revenue Code Section 409A.

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.

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