King David Randolph Form 4 April 12, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

04/10/2012

04/10/2012

Stock Common

Stock

Stock

Common

1. Name and A King David	Symbol	2. Issuer Name and Ticker or Trading Symbol WILLIAMS SONOMA INC [WSM]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (I	Middle) 3. Date	3. Date of Earliest Transaction				(Cne	(Check all applicable)		
3250 VAN		(Month/Day/Year) 04/10/2012			Director 10% OwnerX Officer (give title Other (specify below) SVP GENERAL COUNSEL					
(Street) 4.			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SAN FRAN	nth/Day/Year)				Applicable Line) _X_ 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								lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securi on(A) or Di (Instr. 3,	spose	ed of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common	04/10/2012		М	1.076	۸	Φ Λ	2 524	D		

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

M

F

1.076

396 (1) D

Α

\$0

2,534

2,138

178 (2)

D

D

Ι

By

Managed

Account

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Edgar Filing: King David Randolph - Form 4

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 (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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	04/10/2012		M	1,076	<u>(4)</u>	(5)	Common Stock	1,076	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King David Randolph 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109

SVP GENERAL COUNSEL

Signatures

/s/ Laurel Pies, Attorney-in-Fact for David R. King

04/12/2012

**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 \$6,419.64 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated April 10, 2012. The number of shares indirectly owned was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$35.99, the closing price of WSM common stock on April 10, 2012.
- (3) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (4) The restricted stock units were fully vested on April 10, 2012.
- (5) The restricted stock units were cancelled upon vesting and delivery of shares of WSM common stock.

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.

Reporting Owners 2