

STANGL SANDRA
Form 4
November 22, 2011

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.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	11/18/2011		M	25,000 A \$ 8.56	30,156	D	
Common Stock	11/18/2011		F	8,966 D \$ 36.94	21,190	D	
Common Stock	11/18/2011		D	5,794 D \$ 36.94	15,396	D	
Common Stock	11/22/2011		J	113 ⁽¹⁾ A \$ 36.82	4,589	I	By Managed Account

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)	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.56	11/18/2011		M	25,000	(2) 11/07/2018	Common Stock	25,000

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 BRAND	

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Sandra Stangl
Date: 11/22/2011

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) The reporting person owns \$168,992.23 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated November 22, 2011. The number of shares indirectly owned by Managed Account and listed in Table 1 was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$36.82, the closing price of Williams-Sonoma, Inc. common stock on November 21, 2011.

(2) The SSAR vests in four equal annual installments beginning on November 7, 2009.

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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