

WILLIAMS SONOMA INC

Form 4

February 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOLLY PAT

(Last) (First) (Middle)

3250 VAN NESS AVENUE

(Street)

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WILLIAMS SONOMA INC [WSM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 02/19/2016 | | M | 50,000 A \$ 40.44 | 508,742 | D | |
| Common Stock | 02/19/2016 | | F | 5,717 (1) D \$ 57.91 | 503,025 | D | |
| Common Stock | 02/19/2016 | | D | 34,917 (2) D \$ 57.91 | 468,108 | D | |
| Common Stock | | | | | 39,915 | I | By Managed Account (3) |
| | | | | | 225,000 | I | By LLC |

Common
Stock

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 Underlying Security (Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Settled Stock Appreciation Right (ssar) | \$ 40.44 | 02/19/2016 | | M | 50,000 | 03/15/2007 ⁽⁴⁾ 03/15/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNOLLY PAT 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 | X | | EVP | |

Signatures

/s/ Phil Louridas, Attorney-in-Fact for Patrick J.
Connolly

02/22/2016

**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) 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.
- (2) Reflects the number of shares retained by the issuer in connection with the reporting person's exercise of a stock-settled stock appreciation right.

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- (3) 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 February 19, 2016.
- (4) These stock-settled stock appreciation rights vested at a rate of 20% per year over five years, becoming partially vested on March 15, 2007 and fully vested and immediately exercisable on March 15, 2011.

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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