

MCCOLLAM SHARON
Form 4
March 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCOLLAM SHARON

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 AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2012

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

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	(A) or (D)	Price
Common Stock	03/13/2012		M		50,000	A	\$ 32.39
Common Stock	03/13/2012		M		85,000	A	\$ 21.8
Common Stock	03/13/2012		S		135,000	D	\$ 36.5113 (1)
Common Stock	03/14/2012		M		40,000	A	\$ 30.34
Common Stock	03/14/2012		M		40,000	A	\$ 34.89

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Common Stock	03/14/2012		M	206,250	A	\$ 8.56	374,792	D	
Common Stock	03/14/2012		M	37,500	A	\$ 27.72	412,292	D	
Common Stock	03/14/2012		D	148,173	D	\$ 36.54	264,119	D	
Common Stock	03/14/2012		F	81,963	D	\$ 36.54	182,156	D	
Common Stock	03/15/2012		M	10,000	A	\$ 34.89	192,156	D	
Common Stock	03/15/2012		M	68,750	A	\$ 8.56	260,906	D	
Common Stock	03/15/2012		M	37,500	A	\$ 27.72	298,406	D	
Common Stock	03/15/2012		D	53,402	D	\$ 37.02	245,004	D	
Common Stock	03/15/2012		F	29,339	D	\$ 37.02	215,665	D	
Common Stock	03/15/2012		S	200,665	D	\$ 36.7981 <u>(2)</u>	15,000	D	
Common Stock	03/15/2012		J	1,065	A	\$ 36.97	8,796	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified Stock Option	\$ 32.39	03/13/2012		M	50,000	<u>(3)</u>	06/30/2014	Common Stock	50

(Right to Buy)									
Non-qualified Stock Option (Right to Buy)	\$ 21.8	03/13/2012	M	85,000	<u>(3)</u>	04/01/2013	Common Stock	85	
Stock Settled Stock Appreciation Right (ssar)	\$ 30.34	03/14/2012	M	40,000	<u>(4)</u>	09/12/2016	Common Stock	40	
Stock Settled Stock Appreciation Right (ssar)	\$ 34.89	03/14/2012	M	40,000	<u>(5)</u>	03/27/2017	Common Stock	40	
Stock Settled Stock Appreciation Right (ssar)	\$ 8.56	03/14/2012	M	206,250	<u>(6)</u>	11/07/2018	Common Stock	206	
Stock Settled Stock Appreciation Right (ssar)	\$ 27.72	03/14/2012	M	37,500	<u>(7)</u>	03/25/2020	Common Stock	37	
Stock Settled Stock Appreciation Right (ssar)	\$ 34.89	03/15/2012	M	10,000	<u>(5)</u>	03/27/2017	Common Stock	10	
Stock Settled Stock Appreciation Right (ssar)	\$ 8.56	03/15/2012	M	68,750	<u>(6)</u>	11/07/2018	Common Stock	68	
Stock Settled Stock Appreciation Right (ssar)	\$ 27.72	03/15/2012	M	37,500	<u>(7)</u>	03/25/2020	Common Stock	37	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCOLLAM SHARON 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X			

Signatures

/s/ Laurel Pies, Attorney-in-Fact for Sharon
McCollam 03/15/2012

__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).

Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$36.50 to
(1) \$36.605. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$36.75 to
(2) \$37.145. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) These stock options are fully vested and immediately exercisable.

(4) These stock appreciation rights are fully vested and immediately exercisable.

(5) Of these stock appreciation rights, 40,000 are fully vested and exercisable and the remaining 10,000 vest on 3/15/2012.

(6) Of these stock appreciation rights, 206,250 are fully vested and exercisable and the remaining 68,750 vest on 3/15/2012.

(7) Of these stock appreciation rights, 37,500 are fully vested and exercisable and 37,500 vest on 3/15/2012.

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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