

WILLIAMS SONOMA INC  
Form 3  
March 15, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Whalen Julie                            |         | (Month/Day/Year)                     | WILLIAMS SONOMA INC [WSM]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 03/06/2012                           |  |  |
| 3250 VAN NESS AVE.                        |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | Acting Chief Financial Officer   |  |
| SAN FRANCISCO,Â CAÂ 94109                 |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 849   | I  | By Managed Account                                    |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Edgar Filing: WILLIAMS SONOMA INC - Form 3

|   |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|---|-------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units                        | Â (1) | Â (1)      | Common Stock | 8,750  | \$ (2)   | D                 | Â |
| Restricted Stock Units                        | Â (3) | Â (3)      | Common Stock | 1,506  | \$ (2)   | D                 | Â |
| Restricted Stock Units                        | Â (4) | Â (4)      | Common Stock | 4,575  | \$ (2)   | D                 | Â |
| Restricted Stock Units                        | Â (5) | Â (5)      | Common Stock | 3,045  | \$ (2)   | D                 | Â |
| Stock Settled Stock Appreciation Right (ssar) | Â (6) | 04/05/2018 | Common Stock | 8,465  | \$ 40.87 | D                 | Â |
| Stock Settled Stock Appreciation Right (ssar) | Â (7) | 11/07/2018 | Common Stock | 15,000 | \$ 8.56  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Whalen Julie<br>3250 VAN NESS AVE.<br>SAN FRANCISCO, CA 94109 | Â             | Â         | Â Acting Chief Financial Officer | Â     |

## Signatures

/s/ Laurel Pies, Attorney-in-Fact for Julie Whalen 03/15/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) These restricted stock units will vest on 3/25/2014.
- (2) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (3) These restricted stock units will vest on 4/10/2012.
- (4) These restricted stock units will vest on 5/2/2012.
- (5) These restricted stock units will vest in two parts: 1,522 units on 4/5/2013 and 1,523 units on 4/5/2015.
- (6) These stock appreciation rights will vest in four parts. 2,117 shares vest on 4/5/2012 and 2,116 shares vest for each of the following dates: 4/5/2013, 4/5/2014 and 4/5/2015.
- (7) These stock appreciation rights will vest on 11/7/2012.

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.