WILLIAMS SONOMA INC

Form 4 April 20, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ALBER LAURA** Issuer Symbol WILLIAMS SONOMA INC [WSM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title _ Other (specify 3250 VAN NESS AVENUE 04/18/2017 below) PRESIDENT & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN FRANCISCO, CA 94109 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/21/2017		G V	4,000	D	\$0	303,658	D	
Common Stock	04/18/2017		M	20,522	A	\$ 0	324,180	D	
Common Stock	04/18/2017		F	10,709 (1)	D	\$ 54.12	313,471	D	
Common Stock	04/20/2017		M	16,338	A	\$ 0	329,809	D	
Common Stock	04/20/2017		F	8,526 (1)	D	\$ 54.4	321,283	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S ()
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	04/18/2017		M		20,522	<u>(4)</u>	<u>(5)</u>	Common Stock	20,522	
Restricted Stock Units	<u>(3)</u>	04/20/2017		M		16,338	<u>(6)</u>	<u>(5)</u>	Common Stock	16,338	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
ALBER LAURA 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X		PRESIDENT & CEO					
Signatures								

/s/ Phil Louridas, Attorney-in-Fact for Laura 04/20/2017 Alber

> **Signature of Reporting Person Date

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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.
- (2) 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 April 19, 2017.
- (3) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (4) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2017, 2018, 2019, and 2020. Vesting of these units is subject to a performance metric.
- (5) The restricted stock units are cancelled upon vesting and delivery of shares of WSM common stock.
- (6) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2016, 2017, 2018, and 2019. Vesting of these units is subject to a performance metric.

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.