

WILLIAMS SONOMA INC  
Form 8-K  
March 28, 2006

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

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**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 24, 2006

**Williams-Sonoma, Inc.**  
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation)	001-14077 (Commission File Number)	94-2203880 (IRS Employer Identification No.)
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3250 Van Ness Avenue, San Francisco, California 94109  
(Address of principal executive offices)

Registrant's telephone number, including area code (415) 421-7900

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the

filing obligation of the registrant under any of the following provisions:

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On March 24, 2006, the Compensation Committee of the Board of Directors of Williams-Sonoma, Inc. approved the following bonus payments pursuant to our 2001 Incentive Bonus Plan to our Chairman and Chief Executive Officer:

W. Howard Lester, Chairman - \$731,300

Edward A. Mueller, Chief Executive Officer - \$731,300

The aggregate bonuses paid to executive officers, other than our five most highly compensated executive officers (including our Chairman and Chief Executive Officer), totaled \$567,000. The bonuses were based upon the achievement of certain earnings per share objectives previously set by the Compensation Committee. For fiscal year 2005, our diluted earnings per share met these earnings objectives.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLIAMS-SONOMA, INC.

Date: March 28, 2006

By: /s/ Sharon L. McCollam  
Sharon L. McCollam

Executive Vice President,

Chief Financial Officer