

MCCOLLAM SHARON
Form 4
September 09, 2010

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

OMB APPROVAL
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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 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)
09/07/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, COO & CFO

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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	09/07/2010		M		30,000	A	\$ 13.66	75,470	D	
Common Stock	09/07/2010		S		30,000	D	\$ 28.1424	45,470	D	
Common Stock	09/08/2010		J		706	A	\$ 28.01	7,567 ⁽²⁾	I	by Managed Account

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

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SEC 1474 (9-02)

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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. 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
Non-Qualified Stock Option (right to buy)	\$ 13.66	09/07/2010		M	30,000	(3) 03/27/2011(4)	Common Stock	3

Reporting Owners

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

Signatures

By: Attorney-in-Fact: Laurel Pies For: Sharon L. McCollam 09/09/2010

**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 weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$28.0601 to \$28.2200. 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.
- (2) The reporting person owns \$211,965.03 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated September 8, 2010. The number of shares indirectly owned was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$28.01, the closing price of Williams-Sonoma, Inc. common stock on September 7, 2010.
- (3) The option vested in equal installments on March 27, 2002, 2003, 2004, 2005, and 2006.
- (4) The stock option exercised was scheduled to expire on March 27, 2011.

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.