

Restoration Hardware Holdings Inc
 Form 4
 September 29, 2015

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 *
 Boone Karen

2. Issuer Name and Ticker or Trading Symbol
 Restoration Hardware Holdings Inc [RH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Chief Fin./Adm. Officer

C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE K

(Street)

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

CORTE MADERA, CA 94925

(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 or Price | | |
| Common Stock | 09/25/2015 | | M | | 20,000 (1) | A | \$ 24 20,000 D |
| Common Stock | 09/25/2015 | | S | | 682 (1) | D | \$ 97.28 (2) 19,318 D |
| Common Stock | 09/25/2015 | | S | | 800 (1) | D | \$ 98.45 (3) 18,518 D |
| Common Stock | 09/25/2015 | | S | | 13,922 (1) | D | \$ 99.94 (4) 4,596 D |
| | 09/25/2015 | | S | | | D | 0 D |

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- This transaction was executed in multiple trades ranging from \$96.98 to \$97.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.
- (2) This transaction was executed in multiple trades ranging from \$98.12 to \$99.08. The price reported above reflects the weighted average sale price.
 - (3) This transaction was executed in multiple trades ranging from \$99.12 to \$100.11. The price reported above reflects the weighted average sale price.
 - (4) This transaction was executed in multiple trades ranging from \$100.13 to \$100.59. The price reported above reflects the weighted average sale price.
 - (5) The option is fully vested and is subject to time-based selling restrictions which lapse over time subject to continuous service.

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.