

Hayes Janet
Form 4
April 22, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hayes Janet

(Last) (First) (Middle)

3250 VAN NESS AVE.

(Street)

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WILLIAMS SONOMA INC [WSM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PRESIDENT WS BRAND

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	04/18/2019		M	8,619 A \$ 0	53,508	D	
Common Stock	04/18/2019		F	4,019 (1) D \$ 57.62	49,489	D	
Common Stock	04/18/2019		M	10,767 A \$ 0	60,256	D	
Common Stock	04/18/2019		F	5,339 (1) D \$ 57.62	54,917	D	
Common Stock	04/18/2019		M	26,299 A \$ 0	81,216	D	

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Common Stock	04/18/2019	F	<u>13,040</u> (1)	D	\$ 57.62	68,176	D
Common Stock	04/20/2019	M	5,947	A	\$ 0	74,123	D
Common Stock	04/20/2019	F	<u>2,949</u> (1)	D	\$ 57.31	71,174	D

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

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(9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	04/18/2019		M	8,619	(3) (4)	Common Stock 8,619
Restricted Stock Units	(2)	04/18/2019		M	10,767	(5) (4)	Common Stock 10,767
Restricted Stock Units	(2)	04/18/2019		M	26,299	(6) (4)	Common Stock 26,299
Restricted Stock Units	(2)	04/18/2019		A	30,371	(7) (4)	Common Stock 30,371
Restricted Stock Units	(2)	04/20/2019		M	5,947	(8) (4)	Common Stock 5,947

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Hayes Janet
3250 VAN NESS AVE.
SAN FRANCISCO, CA 94109

PRESIDENT WS BRAND

Signatures

/s/ Phil Louridas, Attorney-in-Fact for Janet
Hayes

04/22/2019

__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) Represents the number of shares withheld upon vesting of restricted stock units to cover tax withholding obligations.
- (2) Each restricted stock unit represents a contingent right to receive one share of WSM common stock.
- (3) 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 was subject to a performance metric, which has been met.
- (4) The restricted stock units are cancelled upon vesting and delivery of shares of WSM common stock.
- (5) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2019, 2020, 2021 and 2022.
- (6) Represents restricted stock units granted on April 18, 2016, which reflect the satisfaction of performance metrics. The restricted stock units vested on April 18, 2019, subject to continued service.
- (7) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2020, 2021, 2022 and 2023.
- (8) 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 was subject to a performance metric, which has been met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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