

WILLIAMS SONOMA INC
Form SC 13G/A
February 10, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 2)*

Williams Sonoma, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

969904101

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 969904101 13G Page 2 of 5 Pages

1 NAMES OF REPORTING PERSONS

Survivor's Trust created under the
McMahan Family Trust dtd 1/25/84

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

State of California

5 SOLE VOTING POWER

6,119,466

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

0

EACH
REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

6,119,466

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

6,119,466

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

6.65%

12 TYPE OF REPORTING PERSON

00

CUSIP NO. 969904101 13G Page 3 of 5 Pages

Item 1. (a) Name of Issuer:

Williams Sonoma, Inc.

(b) Address of Issuer's Principal Executive Offices:

3250 Van Ness Avenue
San Francisco, California 94109

Item 2. (a) Name of Person Filing:

Survivor's Trust created under the McMahan Family Trust dtd 1/25/84 (formerly known as McMahan Family Trust dtd 12/7/06)

Q-Tip Trust created under the McMahan Family Trust dtd 1/25/1984

J. McMahan, D. Conner and B. McMahan Trustees

(b) Address of Principal Business Office or, if None, Residence:

2 Oakmont Drive
Los Angeles, California 90049

(c) Citizenship:

State of California

(d) Title of Class of Securities:

Common Stock, Par Value \$0.01

(e) CUSIP Number:

969904101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) Broker or dealer registered under Section 15 of the Exchange Act.

(b) Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) Investment company registered under Section 8 of the Investment Company Act.

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

CUSIP NO. 969904101 13G Page 4 of 5 Pages

Item 4. Ownership.

(a) Amount beneficially owned:	6,119,466
(b) Percent of class:	6.65%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	6,119,466
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	6,119,466
(iv) Shared power to dispose or to direct the disposition of:	0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

CUSIP NO. 969904101 13G Page 5 of 5 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Survivor's Trust created
under the McMahan
Family Trust dtd 1/25/84

By: /S/ Donn B. Conner
Name: Donn B. Conner
Title: Trustee

Date: February 10, 2015