

Hayes Janet
Form 4
April 22, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hayes Janet

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)

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

04/18/2019

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

PRESIDENT WS BRAND

3250 VAN NESS AVE.

(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

SAN FRANCISCO, CA 94109

(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 or Price		
Common Stock	04/18/2019		M		8,619 A \$ 0	D	
Common Stock	04/18/2019		F		4,019 (1) D \$ 57.62	D	
Common Stock	04/18/2019		M		10,767 A \$ 0	D	
Common Stock	04/18/2019		F		5,339 (1) D \$ 57.62	D	
Common Stock	04/18/2019		M		26,299 A \$ 0	D	

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Common Stock	04/18/2019	F	13,040 (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	2,949 (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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SEC 1474
(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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
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. 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.