

FRIEDMAN GARY G

Form 3

November 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

FRIEDMAN GARY G

(Last) (First) (Middle)

15 KOCH ROAD, SUITE J

(Street)

CORTE

MADERA, CA 94925

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/01/2012

3. Issuer Name and Ticker or Trading Symbol

Restoration Hardware Holdings Inc [RH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

3,413,254

D A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

			Shares			(I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	11/01/2022	Common Stock	2,976,826	\$ 46.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN GARY G 15 KOCH ROAD, SUITE J CORTE MADERA,Â CAAÂ 94925	Â	Â X	Â	Â

Signatures

Gary G. 11/01/2012
Friedman

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Options are fully vested, and the underlying shares are subject to stock price performance-based selling restrictions, which, subject to continuous service, will lapse with respect to 1/13th of the shares when the ten day trailing average price of the Company's common stock exceeds \$46.50 per share for at least 10 consecutive trading days, and which will lapse with respect to additional 1/13ths of the shares when the ten day trailing average price of the Company's common stock reaches a price per share of \$50.75, \$57.00, \$63.25, \$69.25, \$75.00, \$80.75, \$86.25, \$91.75, \$96.75, \$102.00, \$106.75 and \$111.25 for 10 consecutive trading days, respectively.

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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