### Edgar Filing: STANGL SANDRA - Form 4

STANGL SANDRA         Form 4         November 23, 2012         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       OMB APPROVAL         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 1(b).       State average Section 17(a) of the Investment Company Act of 1940         (Print or Type Response)       (Print or Type Response)											
1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading       5. Relationship of Report         STANGL SANDRA       Symbol       Issuer         WILLIAMS SONOMA INC [WSM]       Sector 100 mm model											
(Month			(Month/	te of Earliest Transaction th/Day/Year) 0/2012				(Check all applicable)          Director       10% Owner         Officer (give title       Other (specify below)         PRESIDENT POTTERY BARN BRAND			
				mendment, Date Original Aonth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	cansaction Date 2A. Deemed			(A) or			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	11/20/2012			Code V M	Amount 25,000	(D) A	Price \$ 8.56	38,896	D		
Common Stock	11/20/2012			F	9,452 (1)	D	\$ 45.02	29,444	D		
Common Stock	11/20/2012			D	4,754 (2)	D	\$ 45.02	24,690	D		
Common Stock	11/20/2012			М	7,200	А	\$ 21.8	31,890	D		
Common Stock	11/20/2012			S	17,994	D	\$ 44.2493 (3)	3 13,896	D		

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Common			Ву
	$5,048 \frac{(4)}{(4)}$	Ι	Managed
Stock			Account
			1 1000000000

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numt of Sha
Stock Appreciation Rights	\$ 8.56	11/20/2012		М	25,000	(5)	11/07/2018	Common Stock	25,0
Non-qualified Stock Option (Right to Buy)	\$ 21.8	11/20/2012		М	7,200	(6)	04/01/2013	Common Stock	7,20

## **Reporting Owners**

Reporting Owner Name / Address	s Relationships							
	Director	10% Owner	Officer	Other				
STANGL SANDRA 3250 VAN NESS AVE. SAN FRANCISCO, CA 94109			PRESIDENT POTTERY BARN BRAND					
Signatures								
/s/ Laurel Pies, Attorney-in-Fact for Sandra Stangl			11/23/2012					
<u>**</u> Signature of Reporting Pers	on		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).

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- (1) Reflects the number of shares retained by the issuer to satisfy tax withholding requirements in connection with the reporting person's exercise of a stock-settled stock appreciation right.
- (2) Reflects the number of shares retained by the issuer in connection with the reporting person's exercise of a stock-settled stock appreciation right.

Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$44.07 to(3) \$44.37. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) Represents the number of shares held by the reporting person in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated November 20, 2012.
- (5) These stock appreciation rights are fully vested and immediately exercisable.
- (6) These stock options are fully vested and immediately exercisable.

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.