

Benson Marta
Form 4
April 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
Benson Marta

(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
 Officer (give title below) Other (specify below)
PRESIDENT POTTERY BARN BRAND

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/18/2019 | | M | | 1,642 A \$ 0 | D | |
| Common Stock | 04/18/2019 | | F | | 568 ⁽¹⁾ D \$ 57.62 | D | |
| Common Stock | 04/18/2019 | | M | | 10,767 A \$ 0 | D | |
| Common Stock | 04/18/2019 | | F | | 4,153 ⁽¹⁾ D \$ 57.62 | D | |
| Common Stock | 04/20/2019 | | M | | 915 A \$ 0 | D | |

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Common Stock 04/20/2019 F 454 ⁽¹⁾ D \$ 57.31 18,625 D

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

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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 | <u>(2)</u> | 04/18/2019 | | M | 1,642 | <u>(3)</u> <u>(4)</u> | Common Stock 1,642 |
| Restricted Stock Units | <u>(2)</u> | 04/18/2019 | | M | 10,767 | <u>(5)</u> <u>(4)</u> | Common Stock 10,767 |
| Restricted Stock Units | <u>(2)</u> | 04/18/2019 | | A | 30,371 | <u>(6)</u> <u>(4)</u> | Common Stock 30,371 |
| Restricted Stock Units | <u>(2)</u> | 04/20/2019 | | M | 915 | <u>(7)</u> <u>(4)</u> | Common Stock 915 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson Marta 3250 VAN NESS AVE. SAN FRANCISCO, CA 94109 | | | PRESIDENT POTTERY BARN BRAND | |

Signatures

/s/ Phil Louridas, Attorney-in-Fact for Marta Benson 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) The restricted stock units vest in four equal installments on each anniversary of the grant date in 2020, 2021, 2022 and 2023.
- (7) 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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