

LESTER HOWARD
Form 4
December 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
LESTER HOWARD

(Last) (First) (Middle)
3250 VAN NESS AVENUE
(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)
12/01/2005

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)
CHAIRMAN

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/02/2005		S	8,400 D \$ 44.54	6,752,258	D	
Common Stock	12/02/2005		S	3,900 D \$ 44.55	6,748,358	D	
Common Stock	12/02/2005		S	3,000 D \$ 44.56	6,745,358	D	
Common Stock	12/02/2005		S	1,100 D \$ 44.57	6,744,258	D	
Common Stock	12/02/2005		S	100 D \$ 44.58	6,744,158	D	

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Common Stock	12/02/2005		S	900	D	\$ 44.6	6,743,258	D	
Common Stock	12/02/2005		S	100	D	\$ 44.62	6,743,158	D	
Common Stock	12/02/2005		S	500	D	\$ 44.65	6,742,658	D	
Common Stock	12/02/2005		S	900	D	\$ 44.67	6,741,758	D	
Common Stock	12/02/2005		S	700	D	\$ 44.68	6,741,058	D	
Common Stock	12/02/2005		S	900	D	\$ 44.69	6,740,158	D	
Common Stock	12/02/2005		S	100	D	\$ 44.7	6,740,058	D	
Common Stock	12/02/2005		S	500	D	\$ 44.74	6,739,558	D	
Common Stock	12/02/2005		S	1,400	D	\$ 44.76	6,738,158	D	
Common Stock	12/01/2005		J	66	D	\$ 44.02	34,616	I	by Managed Account ⁽¹⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESTER HOWARD 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X		CHAIRMAN	

Signatures

By: Nicolas de Porcel For: Howard
Lester 12/05/2005

__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) The reporting person owns \$1,523,820.31 in the Williams-Sonoma Inc. stock fund under the Williams-Sonoma, Inc., Associate Stock Incentive Plan (a 401(K) plan), based on a statement dated December 1, 2005. The number of shares indirectly owned and noted on Table 1 was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$44.02, the closing price of Williams-Sonoma, Inc. common stock on December 1, 2005.

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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