

WILLIAMS SONOMA INC  
Form 3  
July 17, 2006

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| MILLER DEAN                               |         | (Month/Day/Year)                     | WILLIAMS SONOMA INC [WSM]  |  |
| (Last)                                    | (First) | (Middle)                             | 07/07/2006   |  |
| 3250 VAN NESS AVE                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN FRANCISCO, CA 94109                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP-CHIEF SUPPLY CHAIN OFFICER   |  |

**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                    | 3,298   | I  | by Managed Account <sup>(1)</sup>                     |

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

SEC 1473 (7-02)

**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 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |            |            |              | Shares                 |            | (I)<br>(Instr. 5) |   |
|---|------------|------------|--------------|------------------------|------------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 07/24/2001 | 07/24/2010 | Common Stock | 10,000 <sup>(2)</sup>  | \$ 17.9688 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 10/09/2001 | 10/09/2010 | Common Stock | 20,000 <sup>(3)</sup>  | \$ 9.5     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 12/01/2001 | 12/01/2010 | Common Stock | 20,000 <sup>(4)</sup>  | \$ 8.3125  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/27/2002 | 03/27/2011 | Common Stock | 4,000 <sup>(5)</sup>   | \$ 13.66   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 04/03/2003 | 04/03/2012 | Common Stock | 4,800 <sup>(6)</sup>   | \$ 22.47   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 04/01/2004 | 04/01/2013 | Common Stock | 12,000 <sup>(7)</sup>  | \$ 21.8    | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/30/2005 | 06/30/2014 | Common Stock | 30,000 <sup>(8)</sup>  | \$ 32.39   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 05/27/2006 | 05/27/2015 | Common Stock | 30,000 <sup>(9)</sup>  | \$ 38.84   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 08/16/2006 | 08/16/2015 | Common Stock | 10,000 <sup>(10)</sup> | \$ 43.04   | D                 | Â |
| Restricted Stock Units                    | 01/31/2010 | 01/31/2011 | Common Stock | 40,000 <sup>(11)</sup> | \$ 0       | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |                                  |
|---|---------------|-----------|---------|----------------------------------|
|   | Director      | 10% Owner | Officer | Other                            |
| MILLER DEAN<br>3250 VAN NESS AVE<br>SAN FRANCISCO, CA 94109 | Â             | Â         | Â       | EVP-CHIEF SUPPLY CHAIN OFFICER Â |

## Signatures

Nicolas de Porcel, Attorney-In-Fact for Dean A. Miller 07/17/2006

\_\_Signature of Reporting Person

Date

## 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).
  - (1) The reporting person owns \$110,676 in the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated July 7, 2006. The number of shares indirectly owned and noted on Table I was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$33.55, the closing price of Williams-Sonoma, Inc. common stock on July 7, 2006.
  - (2) The original grant was for 50,000 stock options. The stock options vest and become exercisable in five equal installments commencing on July 24, 2001.

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- (3) The stock options vest and become exercisable in five equal installments commencing on October 9, 2001.
- (4) The stock options vest and become exercisable in five equal installments commencing on December 1, 2001.
- (5) The original grant was for 20,000 stock options. The stock options vest and become exercisable in five equal installments commencing on March 27, 2002.
- (6) The original grant was for 12,000 stock options. The stock options vest and become exercisable in five equal installments commencing on April 3, 2003.
- (7) The original grant was for 20,000 stock options. The stock options vest and become exercisable in five equal installments commencing on April 1, 2004.
- (8) The stock options vest and become exercisable in five equal installments commencing on June 30, 2005.
- (9) The stock options vest and become exercisable in five equal installments commencing on May 27, 2006.
- (10) The stock options vest and become exercisable in five equal installments commencing on August 16, 2006.
- (11) The restricted stock units vest in two equal annual installments on January 31, 2010 and January 31, 2011, subject to Williams-Sonoma, Inc. achieving certain performance goals. Vested shares will be delivered to the reporting person upon vesting or the end of the deferral period, if applicable.

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.