

STEPHENSON VIVIAN
Form 4
November 23, 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 *
STEPHENSON VIVIAN

2. Issuer Name and Ticker or Trading Symbol

WILLIAMS SONOMA INC [WSM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

11/22/2005

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

COO / COO

3250 VAN NESS AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	11/22/2005		M	600 A \$ 31.25	600	D	
Common Stock	11/22/2005		S	600 D \$ 42.69	0	D	
Common Stock	11/22/2005		M	700 A \$ 31.25	700	D	
Common Stock	11/22/2005		S	700 D \$ 42.68	0	D	
Common Stock	11/22/2005		M	400 A \$ 31.25	400	D	

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Common Stock	11/22/2005	S	400	D	\$ 42.73	0	D
Common Stock	11/22/2005	M	10,000	A	\$ 32.39	10,000	D
Common Stock	11/22/2005	S	10,000	D	\$ 42.6	0	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	12,100	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	300	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	600	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	5,000	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	7,300	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005		M	2,200	10/20/2004 ⁽¹⁾	10/20/2013	Common Stock
	\$ 31.25	11/22/2005		M	4,500	10/20/2004 ⁽¹⁾	10/20/2013	

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Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	500	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	300	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	900	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	700	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	300	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	1,200	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	1,000	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	1,400	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	600	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	700	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.25	11/22/2005	M	400	10/20/2004 ⁽¹⁾	10/20/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.39	11/22/2005	M	10,000	06/30/2005 ⁽²⁾	06/30/2014		Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

STEPHENSON VIVIAN
3250 VAN NESS AVENUE
SAN FRANCISCO, CA 94109

COO COO

Signatures

By: Nicolas de Porcel, Attorney-in-Fact For: Vivian M.
Stephenson

11/23/2005

__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 option vests as to 20% of the shares on 10/20/04 and then 20% of the shares each year thereafter.
- (2) The option becomes exercisable in five equal annual installments, commencing one year after the date of grant.

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.