Restoration Hardware Holdings Inc Form 4 May 06, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Chaya Eri Issuer Symbol **Restoration Hardware Holdings Inc** (Check all applicable) [RH] _X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O RESTORATION HARDWARE 05/04/2016 Chief Creative Officer HOLDINGS, INC., 15 KOCH ROAD, SUITE K (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CORTE MADERA, CA 94925 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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. Transacti Code (Instr. 8)			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 Number Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	05/04/2016		А		50,000	(2)	(2)	Common Stock	50,000
Stock Option (Right to Buy)	\$ 39.42	05/04/2016		A		100,000	(3)	05/04/2026	Common Stock	100,00

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Chaya Eri C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925	Х		Chief Creative Officer			
Signatures						

Edward T. Lee as	05/06/2016		
Attorney-In-Fact	05/00/2010		
**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) Each restricted stock unit represents a contingent right to receive one share of Restoration Hardware Holdings, Inc. common stock.

This restricted stock unit award will vest over five years, such that such units shall vest together with other restricted stock units held by the reporting person, as follows: 15% of the units will vest on each of the first and second anniversaries of the grant date, 20% of the units (2)will vest on the third anniversary of the grant date, 25% of the units will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.

This stock option award will vest and become exercisable over five years, such that such options shall vest together with other stock options held by the reporting person, as follows: 15% of the options will vest on each of the first and second anniversaries of the grant

(3) date, 20% of the options will vest on the third anniversary of the grant date, 25% of the options will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.

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.