

SOTHEBYS

Form 4

August 18, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODHEAD ROBIN

(Last) (First) (Middle)

1334 YORK AVENUE

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOTHEBYS [BID]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2006

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)

EVP & CEO Soth. International

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)
Common Stock	08/16/2006		A ⁽¹⁾	38,344 A	108,421 ⁽³⁾	D	
Common Stock	08/17/2006		M	45,000 A	153,421 ⁽³⁾	D	
Common Stock	08/17/2006		S	11,600 D	\$ 31.68 141,821 ⁽³⁾	D	
Common Stock	08/17/2006		S	7,100 D	\$ 31.69 134,721 ⁽³⁾	D	
Common Stock	08/17/2006		S	400 D	\$ 31.72 134,321 ⁽³⁾	D	

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Common Stock	08/17/2006	S	1,100	D	\$ 31.73	133,221 ⁽³⁾	D
Common Stock	08/17/2006	S	5,200	D	\$ 31.74	128,021 ⁽³⁾	D
Common Stock	08/17/2006	S	600	D	\$ 31.75	127,421 ⁽³⁾	D
Common Stock	08/17/2006	S	2,100	D	\$ 31.76	125,321 ⁽³⁾	D
Common Stock	08/17/2006	S	300	D	\$ 31.77	125,021 ⁽³⁾	D
Common Stock	08/17/2006	S	100	D	\$ 31.78	124,921 ⁽³⁾	D
Common Stock	08/17/2006	S	300	D	\$ 31.79	124,621 ⁽³⁾	D
Common Stock	08/17/2006	S	9,900	D	\$ 31.8	114,721 ⁽³⁾	D
Common Stock	08/17/2006	S	3,200	D	\$ 31.81	111,521 ⁽³⁾	D
Common Stock	08/17/2006	S	200	D	\$ 31.82	111,321 ⁽³⁾	D
Common Stock	08/17/2006	S	100	D	\$ 31.83	111,221 ⁽³⁾	D
Common Stock	08/17/2006	S	100	D	\$ 31.84	111,121 ⁽³⁾	D
Common Stock	08/17/2006	S	1,100	D	\$ 31.85	110,021 ⁽³⁾	D
Common Stock	08/17/2006	S	1,000	D	\$ 31.87	109,021 ⁽³⁾	D
Common Stock	08/17/2006	S	600	D	\$ 31.89	108,421 ⁽³⁾	D

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

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SEC 1474
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Employee Stock Option-Right to Buy ⁽⁴⁾	\$ 18.875	08/17/2006	M			45,000	⁽⁵⁾	02/24/2006	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODHEAD ROBIN 1334 YORK AVENUE NEW YORK, NY 10021	X		EVP & CEO Soth. International	

Signatures

/s/ Robin
Woodhead 08/18/2006

^{**}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) Granted under the Sotheby's Holdings, Inc. Amended and Restated Restricted Stock Plan
- (2) Not Applicable
- (3) Includes 96,252 shares of unvested restricted stock
- (4) Granted under the Issuer's 1997 Employee Stock Option Plan
- (5) 20,000 stock options became exercisable on each of the following: 2/24/01, 2/24/02, 2/24/03, 2/24/04 and 2/24/05

Remarks:

On June 30, 2006, Sotheby's Holdings, Inc., a Michigan corporation, completed its reincorporation into the State of Delaware.

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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