

Restoration Hardware Holdings Inc
 Form 4
 April 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Dunaj Kenneth J

2. Issuer Name and Ticker or Trading Symbol
 Restoration Hardware Holdings Inc [RH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Operating Officer

(Last) (First) (Middle)
 C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE J

3. Date of Earliest Transaction (Month/Day/Year)
 03/28/2014

(Street)
 CORTE MADERA, CA 94925

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/28/2014		S ⁽¹⁾	D	10,000	\$ 70	75,280 D
Common Stock	03/31/2014		S ⁽¹⁾	D	10,000	\$ 73	65,280 D
Common Stock	04/01/2014		M ⁽¹⁾	A	23,900 ⁽²⁾	\$ 29	89,180 D
Common Stock	04/01/2014		S ⁽¹⁾	D	23,900	\$ 75	65,280 D
	04/01/2014		S ⁽¹⁾	D	10,000	\$ 75	55,280 D

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Common
Stock

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29	04/01/2014		M	23,900	⁽³⁾ 10/31/2022	Common stock	23,900

Reporting Owners

Reporting Owner Name / Address	Relationships
Dunaj Kenneth J C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE J CORTE MADERA, CA 94925	Director 10% Owner Officer Chief Operating Officer

Signatures

/s/ Edward Lee as Attorney-In-Fact 04/01/2014

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (2) These shares of common stock were issued upon exercise of stock options granted to the reporting person on November 1, 2012.

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- (3) This option was granted on November 1, 2012. This option is fully vested and is subject to time-based selling restrictions, which, subject to continuous service, lapse in four equal installments on each anniversary of the grant date.

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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