

WILLIAMS SONOMA INC
Form 5
March 14, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CONNOLLY PAT

(Last) (First) (Middle)

3250 VAN NESS AVENUE

(Street)

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS SONOMA INC [WSM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2006

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 CMO / EVP CMO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 12/16/2005 | Â | G | 70 | D | \$ 0 | 777,930 | D | Â |
| Common Stock | 12/16/2005 | Â | G | 500 | D | \$ 0 | 777,430 | D | Â |
| Common Stock | 12/16/2005 | Â | G | 180 | D | \$ 0 | 777,250 | D | Â |
| Common Stock | 12/16/2005 | Â | G | 75 | D | \$ 0 | 777,175 | D | Â |
| | 12/16/2005 | Â | G | 175 | D | \$ 0 | 777,000 | D | Â |

| | | | | | | | | | | |
|--------------|------------|---|---|-----|---|------|---------|---|---|-----------------------------------|
| Common Stock | | | | | | | | | | |
| Common Stock | 12/16/2005 | Â | G | 475 | D | \$ 0 | 776,525 | D | Â | |
| Common Stock | 12/16/2005 | Â | G | 75 | D | \$ 0 | 776,450 | D | Â | |
| Common Stock | 12/16/2005 | Â | G | 50 | D | \$ 0 | 776,400 | D | Â | |
| Common Stock | 12/16/2005 | Â | G | 575 | D | \$ 0 | 775,825 | D | Â | |
| Common Stock | 12/19/2005 | Â | G | 250 | D | \$ 0 | 775,575 | D | Â | |
| Common Stock | 01/29/2006 | Â | J | 8 | A | \$ 0 | 26,298 | I | | by Managed Account ⁽¹⁾ |

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. Price of Derivative Security (Instr. 5) | 9. of D Se Bo O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|---------|
| | Director | 10% Owner | Officer | Other |
| CONNOLLY PAT 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109 | Â | Â | Â EVP CMO | EVP CMO |

Signatures

By: Nicolas de Porcel For: Patrick J
Connolly

03/14/2006

__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) The reporting person owns \$1,068,205.62 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. Associate Stock Incentive Plan (ASIP), a 401(k) plan, based on a statement dated January 29, 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 \$40.62, the closing price of Williams-Sonoma, Inc. common stock on January 27, 2006.

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Remarks:

The reporting person owns \$1,043,988.29 in the Williams-Sonoma, Inc. stock fund under the Williams

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