Restoration Hardware Holdings Inc Form 4

September 29, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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(b).

(Last)

(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 Boone Karen Issuer Symbol Restoration Hardware Holdings Inc [RH]

(Check all applicable)

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

09/25/2015

Director 10% Owner Other (specify X_ Officer (give title

below) Chief Fin./Adm. Officer

C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE K

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CORTE MADERA, CA 94925

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2015		Code V M	Amount 20,000 (1)	(D)	Price \$ 24	(Instr. 3 and 4) 20,000	D	
Common Stock	09/25/2015		S	682 <u>(1)</u>	D	\$ 97.28 (2)	19,318	D	
Common Stock	09/25/2015		S	800 (1)	D	\$ 98.45 (3)	18,518	D	
Common Stock	09/25/2015		S	13,922 (1)	D	\$ 99.94 (4)	4,596	D	
	09/25/2015		S		D		0	D	

\$ 4,596 Common (1) Stock 100.34

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24	09/25/2015		M	20,000 (1)	<u>(6)</u>	10/31/2022	Common Stock	20,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Boone Karen C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925

Chief Fin./Adm. Officer

Signatures

Edward T. Lee as 09/29/2015 Attorney-In-Fact

**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).
- All of the transactions reported on this form were executed pursuant to a Rule 10b5-1 plan under the Securities Exchange Act of 1934, as **(1)** amended.

Reporting Owners 2

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- This transaction was executed in multiple trades ranging from \$96.98 to \$97.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.
- (3) This transaction was executed in multiple trades ranging from \$98.12 to \$99.08. The price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades ranging from \$99.12 to \$100.11. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades ranging from \$100.13 to \$100.59. The price reported above reflects the weighted average sale price.
- (6) The option is fully vested and is subject to time-based selling restrictions which lapse over time 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.