

Restoration Hardware Holdings Inc
 Form 4
 August 27, 2014

FORM 4

**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).

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 *
ALBERINI CARLOS

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

08/25/2014

(Street)

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

CORTE MADERA, CA 94925

(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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/25/2014 | | S ⁽¹⁾ | | 11,900 | D | | \$ 87.35 <u>(2)</u> |
| Common Stock | 08/25/2014 | | S ⁽¹⁾ | | 8,100 | D | | \$ 87.92 <u>(3)</u> |
| Common Stock | 08/26/2014 | | S ⁽¹⁾ | | 13,938 | D | | \$ 87.39 <u>(4)</u> |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|--------------------|---------|---|-----------------|
| Common Stock | 08/26/2014 | | S ⁽¹⁾ | 6,062 | D | \$ 88.44 (5) | 501,441 | D | |
| Common Stock | | | | | | | 251,414 | I | By Trust (6) |

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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALBERINI CARLOS
C/O RESTORATION HARDWARE HOLDINGS, INC.
15 KOCH ROAD, SUITE J
CORTE MADERA, CA 94925

X

Signatures

/s/ Edward T. Lee as
Attorney-In-Fact

08/27/2014

**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).

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- (1) This transaction was executed pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades ranging from \$86.71 to \$87.70. 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.

- (2)
- (3) This transaction was executed in multiple trades ranging from \$87.72 to \$88.15. The price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades ranging from \$86.85 to \$87.38. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades ranging from \$87.9 to \$88.55. The price reported above reflects the weighted average sale price.
- (6) By Carlos E. Alberini, as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.

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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