

Restoration Hardware Holdings Inc
 Form 4
 January 23, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2015

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)

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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|----------|---------|---|----------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/22/2015 | | S | | | 1,015 | D | \$ 89.29 | 332,426 | D | |
| | | | | | | (1) | | (2) | | | |
| Common Stock | 01/22/2015 | | S | | | 1,885 | D | \$ 89.29 | 197,529 | I | By Trust |
| | | | | | | (1) | | (2) | | | (7) |
| Common Stock | 01/22/2015 | | S | | | 5,530 | D | \$ 90.44 | 326,896 | D | |
| | | | | | | (1) | | (3) | | | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------------|---|--------------------|---------|---|-----------------|
| Common Stock | 01/22/2015 | | S | 10,270 (1) | D | \$ 90.44 (3) | 187,259 | I | By Trust (7) |
| Common Stock | 01/22/2015 | | S | 455 (1) | D | \$ 91.03 (4) | 326,441 | D | |
| Common Stock | 01/22/2015 | | S | 845 (1) | D | \$ 91.03 (4) | 186,414 | I | By Trust (7) |
| Common Stock | 01/23/2015 | | S | 5,962 (1) | D | \$ 90.62 (5) | 320,479 | D | |
| Common Stock | 01/23/2015 | | S | 11,073 (1) | D | \$ 90.62 (5) | 175,341 | I | By Trust (7) |
| Common Stock | 01/23/2015 | | S | 1,038 (1) | D | \$ 91.55 (6) | 319,441 | D | |
| Common Stock | 01/23/2015 | | S | 1,927 (1) | D | \$ 91.55 (6) | 173,414 | I | By Trust (7) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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 Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

01/23/2015

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

(2) This transaction was executed in multiple trades ranging from \$88.86 to \$89.78. 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 (6) to this Form 4.

(3) This transaction was executed in multiple trades ranging from \$89.94 to \$90.92. The price reported above reflects the weighted average sale price.

(4) This transaction was executed in multiple trades ranging from \$90.99 to \$91.19. The price reported above reflects the weighted average sale price.

(5) This transaction was executed in multiple trades ranging from \$90.16 to \$91.10. The price reported above reflects the weighted average sale price.

(6) This transaction was executed in multiple trades ranging from \$91.21 to \$91.70. The price reported above reflects the weighted average sale price.

(7) 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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