Restoration Hardware Holdings Inc Form 4

July 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRIEDMAN GARY G

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

Restoration Hardware Holdings Inc [RH]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

X 10% Owner _ Other (specify

15 KOCH ROAD, SUITE J

07/02/2013

Chairman & Co-CEO 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

below)

Filed(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CORTE MADERA, CA 94925

(Street)

(City) 1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Following Reported Transaction(s)

(Instr. 3 and 4)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	A)	Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (I (Instr. 3, 4, an	D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 75.43	07/02/2013		A		1,000,000		<u>(1)</u>	07/01/2013	Common Stock	1,000,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FRIEDMAN GARY G 15 KOCH ROAD, SUITE J CORTE MADERA, CA 94925	X	X	Chairman & Co-CEO				

Signatures

Edward Lee as Attorney in Fact

07/05/2013

**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 option is fully vested and is subject to time-based selling restrictions, which lapse in three equal installments on each anniversary of the grant date.

Remarks:

Chairman, Co-Chief Executive Officer, Creator and Curator

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.

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