Restoration Hardware Holdings Inc

Form 4 April 18, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Boone Karen

2. Issuer Name and Ticker or Trading Symbol

Restoration Hardware Holdings Inc

[RH]

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Form filed by More than One Reporting

Issuer

Person

response... 0.5

			[KII]	
(Last) C/O RESTO HOLDINGS ROAD, SUI	S, INC., 15 F	(Middle) [ARDWARE KOCH	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2014	Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer
	(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

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(()	N/I/NINI	4 P A (`)	1 0/10/5

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative (Secur	ities Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	on(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/16/2014		M	10,000	A	\$ 24	10,000	D	
Common Stock	04/16/2014		S	10,000	D	\$ 64	0	D	
Common Stock	04/17/2014		M	4,000	A	\$ 24	4,000	D	
Common Stock	04/17/2014		S	4,000	D	\$ 65.05	0	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24	04/16/2014		M	10,000	<u>(1)</u>	11/01/2022	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 24	04/17/2014		M	4,000	<u>(1)</u>	11/01/2022	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

/s/ Edward Lee as Attorney-In-Fact 04/18/2014

**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).
- (1) 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.

Reporting Owners 2

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