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ALBERINI CARLOS

Form 3

November 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Restoration Hardware Holdings Inc [RH] **ALBERINI CARLOS** (Month/Day/Year) 11/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 15 KOCH ROAD, SUITE J (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Director __X__ 10% Owner _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) CORTE Form filed by More than One Chief Executive Officer MADERA, CAÂ 94925 Reporting Person (State) (City) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock 1,405,480 Common Stock 406,819 I By Trust (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(2)	11/01/2022	Common Stock	2,976,826	\$ 46.5	D	Â

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALBERINI CARLOS

15 KOCH ROAD, SUITE J Â X Â X Â Chief Executive Officer Â

CORTE MADERA, CAÂ 94925

Signatures

Carlos Alberini 11/01/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) By Carlos E. Alberini as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.
 - Options are fully vested, and the underlying shares are subject to stock price performance-based selling restrictions, which, subject to continuous service, will lapse with respect to 1/13th of the shares when the ten day trailing average price of the Company's common stock
- (2) exceeds \$46.50 per share for at least 10 consecutive trading days, and which will lapse with respect to additional 1/13ths of the shares when the ten day trailing average price of the Company's common stock reaches a price per share of \$50.75, \$57.00, \$63.25, \$69.25, \$75.00, \$80.75, \$86.25, \$91.75, \$96.75, \$102.00, \$106.75 and \$111.25 for 10 consecutive trading days, respectively.

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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