Restoration Hardware Holdings Inc
Form 4
August 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(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)
08/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/25/2014		S(1)		11,900	D	$ 87.35 (2)	529,541	D	
Common Stock	08/25/2014		S(1)		8,100	D	$ 87.92 (3)	521,441	D	
Common Stock	08/26/2014		S(1)		13,938	D	$ 87.39 (4)	507,503	D	

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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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. 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 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).

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

(2) 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.

(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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