

WILLIAMS COMPANIES INC

Form 4

May 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
Miller Rory Lee

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS COMPANIES INC
[WMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2014

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

Sr. Vice President

ONE WILLIAMS CENTER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TULSA, OK 74172

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/01/2014		M	V	\$ 5,617 17.65	D	
Common Stock	05/01/2014		S ⁽¹⁾		\$ 2,400 43.02	D	
Common Stock	05/01/2014		S ⁽¹⁾		\$ 3,217 43.04	D	
Common Stock	05/01/2014		M	V	\$ 5,445 23.04	D	
Common Stock	05/01/2014		S ⁽¹⁾		\$ 2,400 43.02	D	

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Common Stock 05/01/2014 S⁽¹⁾ 3,045 D \$ 43.04 58,198.512 D

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

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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)	Amount or Number of Shares
Employee Option (Right to Buy)	\$ 17.65	05/01/2014		M	1,872	03/03/2008 03/03/2016	Common Stock	1,872
Employee Option (Right to Buy)	\$ 17.65	05/01/2014		M	3,745	03/03/2009 03/03/2016	Common Stock	3,745
Employee Option (Right to Buy)	\$ 23.04	05/01/2014		M	1,814	02/26/2009 02/26/2017	Common Stock	1,814
Employee Option (Right to Buy)	\$ 23.04	05/01/2014		M	3,631	02/26/2010 02/26/2017	Common Stock	3,631

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Sr. Vice President	

Miller Rory Lee
ONE WILLIAMS CENTER
TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller

05/02/2014

__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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on June 12, 2013.

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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