

WILLIAMS COMPANIES INC
Form 4
March 03, 2015

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 *
Ewing Robyn L

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)
02/27/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	02/27/2015		M	44,909 A \$ 0	169,742	D	
Common Stock	02/27/2015		F	21,198 D \$ 49.04	148,544	D	
Common Stock ⁽¹⁾	02/27/2015		M	18,456 A \$ 0	167,000	D	
Common Stock	02/27/2015		F	8,302 D \$ 49.04	158,698	D	
Common Stock	03/02/2015		M	3,394 A \$ 8.85	162,092	D	

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Common Stock	03/02/2015	S ⁽²⁾	3,394	D	\$ 48.93	158,698	D
Common Stock	03/02/2015	S ⁽³⁾	33,865	D	\$ 48.75	124,833	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	\$ 0	02/27/2015		A	18,372	02/27/2015	02/27/2015	Common Stock	18,372
Restricted Stock Units ⁽¹⁾	\$ 0	02/27/2015		M	44,909	02/27/2015	02/27/2015	Common Stock	44,909
Restricted Stock Units ⁽¹⁾	\$ 0	02/27/2015		M	18,456	02/27/2015	02/27/2015	Common Stock	18,456
Stock Option	\$ 8.85	03/02/2015		M	3,394	02/23/2012	02/23/2019	Common Stock	3,394

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewing Robyn L ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President	

Signatures

William H. Gault, Attorney-in-fact for Robyn L.
Ewing

03/03/2015

__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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.

(2) This transaction was effected pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker effective August 6, 2014.

(3) This transaction is pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker effective August 6, 2014. This transaction was executed in multiple trades at prices ranging from \$48.54 - \$48.94. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to prove upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) Represents additional restricted stock units awarded pursuant to the 2012 performance-based RSU grant agreement resulting from the performance better than target of defined relative and absolute Total Shareholder Return ("TSR") metrics, as certified by the compensation committee.

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.