

WILLIAMS COMPANIES INC

Form 4

February 26, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Billings Francis E.

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)
1605 CORAOPOLIS HEIGHTS
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

MOON TOWNSHIP, PA 15108

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
____ Form filed by More than One Reporting
Person

(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)
Common Stock ⁽¹⁾	02/24/2014		M	6,799 A \$ 0	10,716	D	
Common Stock	02/24/2014		F	2,268 D \$ 41.77	8,448	D	
Common Stock ⁽¹⁾	02/24/2014		M	5,965 A \$ 0	14,413	D	
Common Stock	02/24/2014		F	1,945 D \$ 41.77	12,468	D	
Common Stock ⁽²⁾	02/25/2014		S	2,266 D \$ 41.52	10,202	D	

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Common Stock ⁽²⁾ 02/25/2014 S 2,010 D \$ 41.52 8,192 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units ⁽³⁾	\$ 0	02/24/2014		A	3,071	02/24/2014	02/24/2014	Common Stock	6,7
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2013		M	6,799	02/24/2014	02/24/2014	Common Stock	6,7
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2014		M	5,965	02/24/2014	02/24/2014	Common Stock	5,9
Restricted Stock Units ⁽⁴⁾	\$ 0	02/24/2014		A	12,162	02/24/2017	02/24/2017	Common Stock	12,
Restricted Stock Units	\$ 0	02/24/2014		A	8,379	02/24/2017	02/24/2017	Common Stock	8,3
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A	8,449	02/24/2015	02/24/2024	Common Stock	8,4
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A	8,450	02/24/2016	02/24/2024	Common Stock	8,4
Employee Option	\$ 41.77	02/24/2014		A	8,450	02/24/2017	02/24/2024	Common Stock	8,4

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Billings Francis E. 1605 CORAOPOLIS HEIGHTS MOON TOWNSHIP, PA 15108			Senior Vice President	

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Francis E.
Billings

02/26/2014

__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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on December 4, 2013.
- (3) Represents restricted stock units acquired pursuant to the 2011 performance-based RSU grant agreement resulting from the performance of defined relative and absolute Total Shareholder Return ("TSR") metrics, as certified by the compensation committee.
- (4) Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.

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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