WILLIAMS COMPANIES INC
Form 4
February 26, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ewing Robyn L

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (1)	02/24/2014		M		37,224	A	$ 0	184,578	D	
Common Stock	02/24/2014		F		15,032	D	$ 41.77	169,546	D	
Common Stock (1)	02/24/2014		M		20,413	A	$ 0	189,959	D	
Common Stock	02/24/2014		F		9,017	D	$ 41.77	180,942	D	
Common Stock (2)	02/25/2014		S		11,396	D	$ 41.52	169,546	D	

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

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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Units (3)	$ 0	02/24/2014		A		16,811		02/24/2014	02/24/2014	Common Stock	16
Restricted Stock Units (1)	$ 0	02/24/2013		M			37,224	02/24/2014	02/24/2014	Common Stock	37
Restricted Stock Units (1)	$ 0	02/24/2014		M			20,413	02/24/2014	02/24/2014	Common Stock	20
Restricted Stock Units (4)	$ 0	02/24/2014		A		10,946		02/24/2017	02/24/2017	Common Stock	10
Restricted Stock Units	$ 0	02/24/2014		A		7,541		02/24/2017	02/24/2017	Common Stock	7,
Employee Options (Right to Buy)	$ 41.77	02/24/2014		A		7,604		02/24/2015	02/24/2024	Common Stock	7,
Employee Options (Right to Buy)	$ 41.77	02/24/2014		A		7,605		02/24/2016	02/24/2024	Common Stock	7,
Employee Option (Right to Buy)	$ 41.77	02/24/2014		A		7,605		02/24/2017	02/24/2024	Common Stock	7,

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

Cher S. Lawrence, Attorney-in-Fact for Ms. Robyn L. Ewing	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 June 13, 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.
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.