WILLIAMS COMPANIES INC
Form 4
February 26, 2014

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Scheel James E.
(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)
SVP Corp Strategic Dev

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		6,799	A	$ 0	6,802	D	
Common Stock	02/24/2014		F		2,196	D	$ 41.77	4,606	D	
Common Stock (1)	02/24/2014		M		5,965	A	$ 0	10,571	D	
Common Stock	02/24/2014		F		1,879	D	$ 41.77	8,692	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 Amou Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units (2)	$ 0	02/24/2014		A		3,071		02/24/2014	02/24/2014	Common Stock	3,0
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 (3)	$ 0	02/24/2014		A		14,595		02/24/2017	02/24/2017	Common Stock	14,
Restricted Stock Units	$ 0	02/24/2014		A		10,055		02/24/2017	02/24/2017	Common Stock	10,0
Employee Options (Right to Buy)	$ 41.77	02/24/2014		A		10,139		02/24/2015	02/24/2024	Common Stock	10,
Employee Options (Right to Buy)	$ 41.77	02/24/2014		A		10,139		02/24/2016	02/24/2024	Common Stock	10,
Employee Option (Right to Buy)	$ 41.77	02/24/2014		A		10,140		02/24/2017	02/24/2024	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scheel James E. ONE WILLIAMS CENTER TULSA, OK 74172			SVP Corp Strategic Dev	

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. James E. Scheel	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 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.

(3) 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.