

Williams Partners L.P.
Form 4
February 03, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS COMPANIES INC

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Williams Partners L.P. [WPZ]

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

01/30/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ 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)
Common Units	01/30/2015 ⁽¹⁾		C	26,955,414 ⁽¹⁾	A ⁽¹⁾ 306,427,658 ⁽²⁾	D ⁽²⁾	
Common Units	02/02/2015 ⁽²⁾		D	306,427,658 ⁽²⁾	D ⁽²⁾ 0 ⁽³⁾	D ⁽³⁾	

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)**

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount of Number of Shares
Class D Units	(1)	01/30/2015(1)		C	26,955,414 (1)	(1) (1)	Common Units 26,955,414 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
WILLIAMS GAS PIPELINE CO LLC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		

Signatures

/s/ William H. Gault, Assistant
Secretary 02/03/2015

__Signature of Reporting Person Date

William H. Gault, Assistant
Secretary 02/03/2015

__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) On January 30, 2015, all of the 26,955,414 Class D Units ("Class D Units") representing limited partnership interests in Williams Partners L.P. (the "Partnership") converted on a one-for-one basis and for no additional consideration into Common Units representing limited partnership interests in the Partnership ("WPZ Common Units," and such conversion, the "Class D Conversion"). Following the Class D Conversion, no Class D Units remain outstanding.

(2) On February 2, 2015, Pursuant to an Agreement and Plan of Merger dated as of October 24, 2014 by and among Access Midstream Partners, L.P. ("ACMP"), Access Midstream Partners GP, L.L.C., VHMS LLC, the Partnership and Williams Partners GP LLC, each of the outstanding WPZ Common Units held by Williams Gas Pipeline Company, LLC ("WGP") converted into 0.80036 Common Units representing limited partner interests in ACMP (the "Merger Exchange"). As a result of the Merger Exchange, WGP disposed of its 306,427,658 WPZ Common Units on February 2, 2015.

(3) Giving effect to the Merger Exchange described in footnote 2 above, The Williams Companies, Inc. and WGP no longer own, indirectly or directly, any WPZ Common Units.

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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