WILLIAMS COMPANIES INC

Form 4

December 30, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

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January 31, 2005

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARMSTRONG ALAN S			2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) ONE WILLIA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/26/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
TULSA, OK	(Street)		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	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	10/07/10012		Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock	12/26/2013		M	28,500	A	\$ 8.09	144,447	D	
Common Stock	12/26/2013		S <u>(1)</u>	2,900	D	\$ 38	141,547	D	
Common Stock	12/26/2013		S <u>(1)</u>	4,500	D	\$ 38.01	137,047	D	
Common Stock	12/26/2013		S(1)	21,100	D	\$ 38.06	115,947	D	

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

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SEC 1474 (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)	FransactionDerivative Code Securities		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 or Number of Shares
Employee Options (Right to Buy)	\$ 8.09	12/26/2013		M		10,139	02/05/2006	02/05/2014	Common Stock	10,139
Employee Options (Right to Buy)	\$ 8.09	12/26/2013		M		18,361	02/05/2007	02/05/2014	Common Stock	18,361

Reporting Owners

Reporting Owner Name / Address	Relationships							
.r. g	Director	10% Owner	Officer	Other				
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	X		President & CEO					

Signatures

William H. Gault, Attorney-in-Fact for Mr. Alan S.
Armstrong

**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) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 4, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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