

WILLIAMS COMPANIES INC
Form 4
November 23, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Williams Partners L.P. [WPZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

TULSA, OK 74172

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common units representing limited partner interests	11/19/2010		J	1,849,138 A	① 216,462,665	I	See footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ La Fleur C. Browne, Secretary, The Williams Companies, Inc. 11/23/2010
 **Signature of Reporting Person Date

/s/ La Fleur C. Browne, Secretary, Williams Gas Pipeline Company, LLC 11/23/2010
 **Signature of Reporting Person Date

/s/ La Fleur C. Browne, Secretary, Williams Energy Services, LLC 11/23/2010
 **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).

On November 19, 2010, Williams Production RMT Company LLC ("RMT") contributed certain gathering and processing assets in (1) Colorado's Piceance Basin to Williams Partners L.P. (the "Partnership") and in exchange, among other things, RMT received 1,849,138 common units from the Partnership.

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(2) The Williams Companies, Inc. ("Williams") directly or indirectly owns 100% of each of RMT, Williams Partners GP LLC (the "General Partner"), Williams Partners Holdings LLC ("Holdings"), Williams Energy Services, LLC ("WES"), Williams Energy L.L.C. ("WE"), Williams Discovery Pipeline LLC ("Discovery Pipeline"), Williams Gas Pipeline Company, LLC ("WGP"), and WGP Gulfstream Pipeline Company, L.L.C. ("Gulfstream"). The General Partner is the sole general partner of the Partnership, holding a 2% general partner interest in the Partnership, the incentive distribution rights in the Partnership, and common units. WGP is the sole member of Gulfstream. WES directly or indirectly owns 100% of WE, Discovery Pipeline, and the General Partner.

(3) Prior to the contribution of assets and issuance of units to RMT described in footnote 1 above, the General Partner directly held 3,363,527 common units, Holdings directly held 2,826,378 common units, WES directly held 84,113,523 common units, WE directly held 2,952,233 common units, Discovery Pipeline directly held 1,425,466 common units, WGP directly held 115,689,700 common units, and Gulfstream directly held 4,242,700 common units. The number of units held by each of the entities described in the preceding sentence was not affected by the contribution of assets and issuance of units to RMT described in footnote 1 above.

(4) Williams indirectly beneficially owns (a) the common units that each of RMT, Holdings, WES, WE, Discovery Pipeline, WGP, and Gulfstream directly beneficially own and (b) the incentive distribution rights in the Partnership, the 2% general partner interest in the Partnership, and the common units held by the General Partner. WGP indirectly beneficially owns the common units directly beneficially owned by Gulfstream. WES indirectly beneficially owns (1) the common units directly beneficially owned by WE and Discovery Pipeline and (2) the incentive distribution rights in the Partnership, the 2% general partner interest in the Partnership, and the common units held by the General Partner.

(5) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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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