#### WILLIAMS COMPANIES INC

Form 4

February 26, 2014

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 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) (First) (Middle)  ONE WILLIAMS CENTER  (Street)			3. Date of Earliest Transaction (Month/Day/Year) 02/24/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO  6. Individual or Joint/Group Filing(Check Applicable Line)			
			4. If Amendment, Date Original Filed(Month/Day/Year)				
TULSA, OK	74172			_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, 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)	Transaction Disposed Code (Instr. 3, 4 a		` ′		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIStr. 1)	
Common Stock (1)	02/24/2014		M	122,717	A	\$0	238,664	D	
Common Stock	02/24/2014		F	54,436	D	\$ 41.77	184,228	D	
Common Stock (1)	02/24/2014		M	33,648	A	\$ 0	217,876	D	
Common Stock	02/24/2014		F	15,882	D	\$ 41.77	201,994	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)	5. Number of tiorDerivative Securities Acquired (A) or ) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Restricted Stock Units (2)	\$ 0	02/24/2014		A	55,420	(= /	02/24/2014	02/24/2014	Common Stock	
Restricted Stock Units (1)	\$ 0	02/24/2013		M		122,717	02/24/2014	02/24/2014	Common Stock	1
Restricted Stock Units (1)	\$ 0	02/24/2014		M		33,648	02/24/2014	02/24/2014	Common Stock	
Restricted Stock Units (3)	\$ 0	02/24/2014		A	78,041		02/24/2017	02/24/2017	Common Stock	
Restricted Stock Units	\$ 0	02/24/2014		A	31,422		02/24/2017	02/24/2017	Common Stock	
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A	44,360		02/24/2015	02/24/2024	Common Stock	
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A	44,360		02/24/2016	02/24/2024	Common Stock	
Employee Option (Right to Buy)	\$ 41.77	02/24/2014		A	44,360		02/24/2017	02/24/2024	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ARMSTRONG ALAN S
ONE WILLIAMS CENTER X President & CEO
TULSA, OK 74172

## **Signatures**

Cher S. Lawrence, Attorney-in-Fact for Mr. Alan S.
Armstrong
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.
- Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year (3) 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.

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