WILLIAMS COMPANIES INC

Form 4

February 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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)

295 CHIPETA WAY

1. Name and Address of Reporting Person *

Bennett Walter J

2. Issuer Name and Ticker or Trading

Symbol

WILLIAMS COMPANIES INC

[WMB]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/23/2015

(Street)

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

Director X_ Officer (give title Other (specify below) below)

5. Relationship of Reporting Person(s) to

Senior Vice President

(Check all applicable)

10% Owner

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

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SALT LAKE CITY, UT 84108

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 0	02/23/2015		A	12,817	02/23/2018	02/23/2018	Common Stock	12,817
Restricted Stock Units	\$ 0	02/23/2015		A	8,545	02/23/2018	02/23/2018	Common Stock	8,545
Employee Options (Right to Buy)	\$ 49.15	02/23/2015		A	10,655	02/23/2016	02/23/2025	Common Stock	10,655
Employee Options (Right to Buy)	\$ 49.15	02/23/2015		A	10,656	02/23/2017	02/23/2025	Common Stock	10,656
Employee Options (Right to Buy)	\$ 49.15	02/23/2015		A	10,656	02/23/2018	02/23/2025	Common Stock	10,656

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Bennett Walter J			Senior				
295 CHIPETA WAY			Vice				
SALT LAKE CITY, UT 84108		President					
Signatures							
Cher S. Lawrence, Attorney-in-Fac Bennett	er J.	02/25/2015					

Explanation of Responses:

**Signature of Reporting Person

- * 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) Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure of defined relative and absolute total shareholder return.

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

Date

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