WILLIAMS GAS PIPELINE CO LLC

Form 4

November 03, 2017

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

Estimated average

burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WILLIAMS PARTNERS L.P.

(Check all applicable)

[WPZ]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 11/03/2017

ONE WILLIAMS CENTER

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

(Instr. 4)

Person

below)

TULSA, OK 74172

(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)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(A) or Code V Amount (D) Price

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

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Edgar Filing: WILLIAMS GAS PIPELINE CO LLC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Convertible Class B Units	\$ 0 (1)	11/03/2017		A		269,335 (2)		<u>(1)</u>	<u>(1)</u>	Common Units	269,335

Reporting Owners

Reporting Owner Name / Address	Relationships						
topy to the family frame of	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							
Cher S. Lawrence, Assistant Secretary	11/03/2	2017					
**Signature of Reporting Person	Dat	te					
Cher S. Lawrence, Assistant Secretary	11/03/2	2017					

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).

Date

- (1) Class B Units are convertible on a one-for-one basis into Common Units at the election of the holder or the Partnership pursuant to the Partnership's First Amended and Restated Agreement of Limited Partnership, as amended (the "Partnership Agreement").
- Reflects the number of Class B Units issued to WGP as a Class B Unit Distribution (as defined below) on November 10, 2017, the

 (2) payment date for the Partnership's cash distribution on Common Units with respect to the second quarter of 2017. The record date for the distribution was November 3, 2017.
 - Pursuant to the Partnership Agreement, Class B Units receive additional paid-in-kind Class B Units in lieu of cash for each distribution period that distributions are made with respect to the Partnership's Common Units (each a "Class B Unit Distribution"). The number of Class B Units to be issued with respect to each Class B Unit outstanding in connection with a Class B Unit Distribution is the quotient of
- (3) (i) the amount of the distribution declared for a Common Unit for the applicable distribution period divided by (ii) the volume-weighted average trading price of a Common Unit calculated over the consecutive 30-day trading day period prior to the declaration date for the distribution. The Partnership will round the Class B Units issued down to the next lower whole Class B Unit and pay cash instead of issuing fractional units or round to the next higher whole Class B Unit.
- Giving effect to each of the transactions described herein, Williams indirectly beneficially owns (a) 702,218,502 Common Units held by WGP, a wholly owned subsidiary of Williams, and (b) 17,853.088 Convertible Class B Units ("Class B Units") representing limited partner interests in the Partnership held by WGP, which is all of the Class B Units outstanding.

Reporting Owners 2

Edgar Filing: WILLIAMS GAS PIPELINE CO LLC - Form 4

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.