

WILLIAMS COMPANIES INC  
Form 10-Q/A  
August 27, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q/A**  
**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-4174**  
**THE WILLIAMS COMPANIES, INC.**  
(Exact name of registrant as specified in its charter)

DELAWARE

73-0569878

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

ONE WILLIAMS CENTER, TULSA, OKLAHOMA

74172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number: (918) 573-2000

NO CHANGE

Former name, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting

(Do not check if a smaller

company

reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

| <b>Class</b>                | <b>Outstanding at July 31, 2009</b> |
|-----------------------------|-------------------------------------|
| Common Stock, \$1 par value | 582,966,333 Shares                  |

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**Explanatory Note**

Amendment No. 1 to Form 10-Q for the quarterly period ended June 30, 2009, is filed solely to furnish Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T. No other changes have been made to the Form 10-Q. This Amendment No. 1 does not reflect events that may have occurred subsequent to the original filing date of the Form 10-Q and does not modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, these interactive data files on Exhibit 101 are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise are not subject to liability under those sections.

**Item 6. Exhibits**

|                 |   |
|-----------------|---|
| Exhibit 3.1     | Restated Certificate of Incorporation of The Williams Companies, Inc. (1)   |
| Exhibit 3.2     | Restated By-Laws (filed on September 24, 2008 as Exhibit 3.1 to The Williams Companies, Inc. s Form 8-K) and incorporated herein by reference. (2)  |
| Exhibit 4       | Indenture dated as of March 5, 2009 between The Williams Companies, Inc. and The Bank of New York Mellon Trust Company, N.A. (filed on March 11, 2009 as Exhibit 4.1 to The Williams Companies, Inc. s Form 8-K) and incorporated herein by reference. (2)  |
| Exhibit 10      | Registration Rights Agreement dated as of March 5, 2009, between The Williams Companies, Inc. and Citigroup Global Markets Inc., on behalf of themselves and the Initial Purchasers listed on Schedule I thereto (filed on March 11, 2009 as Exhibit 10.1 to The Williams Companies, Inc. s Form 8-K) and incorporated herein by reference. (2) |
| Exhibit 12      | Computation of Ratio of Earnings to Fixed Charges. (1)  |
| Exhibit 31.1    | Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)  |
| Exhibit 31.2    | Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)  |
| Exhibit 32      | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)  |
| Exhibit 101.INS | XBRL Instance Document (3)  |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema (3)  |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase (3)  |
| Exhibit 101.DEF | XBRL Taxonomy Extension Definition Linkbase (3)   |
| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase (3)  |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase (3)   |

- (1) Previously filed  
or furnished  
with our  
Quarterly  
Report on Form  
10-Q filed  
August 6, 2009.
- (2) Previously filed.
- (3) Furnished  
herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE WILLIAMS COMPANIES, INC.  
(Registrant)

/s/ Ted T. Timmermans  
Ted T. Timmermans  
Controller (Duly Authorized Officer and  
Principal Accounting Officer)

August 27, 2009