

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2012-12-24**
SEC Accession No. [0001209191-13-002787](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

STONEY JANICE D

CIK: **1218337**

Type: **4** | Act: **34** | File No.: **001-04174** | Film No.: **13523139**

Mailing Address

6246 N 47 ST

PARADISE VALLEY AZ 85253

ISSUER

WILLIAMS COMPANIES INC

CIK: **107263** | IRS No.: **730569878** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4922** Natural gas transmission

Mailing Address

ONE WILLIAM CENTER
TULSA OK 74172

Business Address

ONE WILLIAMS CTR
TULSA OK 74172
9185732000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person STONEJ JANICE D			2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/24/2012					
2402 E. ESPLANADE LANE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) PHOENIX, AZ 85016								
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2013		<u>G</u>	<u>V</u>	6,009 ⁽¹⁾	D	\$ 0	1,000	D	
Common Stock	01/08/2013		<u>G</u>	<u>V</u>	6,009 ⁽¹⁾	A	\$ 0	38,126	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0	12/24/2012		<u>J</u> ⁽²⁾	<u>V</u>	12		(3)	(3)	Common Stock	12	\$ 0	1,189	D	
Restricted Stock Units	\$ 0	12/24/2012		<u>J</u> ⁽²⁾	<u>V</u>	19		(3)	(3)	Common Stock	19	\$ 0	1,946	D	

Restricted Stock Units	\$ 0	12/24/2012		<u>J</u> ⁽²⁾	<u>V</u>	36		(3)	(3)	Common Stock	36	\$ 0	3,595	D	
Restricted Stock Units	\$ 0	12/24/2012		<u>J</u> ⁽²⁾	<u>V</u>	147		(4)	(4)	Common Stock	147	\$ 0	14,833	D	
Restricted Stock Units	\$ 0	12/24/2012		<u>J</u> ⁽²⁾	<u>V</u>	91		06/01/2013	06/01/2013	Common Stock	91	\$ 0	9,157	D	

Explanation of Responses:

1. 6009 shares were gifted to the Larry & Janice Stoney Family Trust on January 8, 2013.
2. Represents shares acquired from dividend reinvestment on restricted stock units, formerly referred to as deferred stock, for a quarterly dividend.
3. Restricted Stock units that will be paid out in common stock at retirement.
4. Restricted Stock units that will be paid out in common stock on January 1st following retirement.

Signatures

[Cher S. Lawrence, Attorney-in-Fact for Janice D. Stoney](#)

** Signature of Reporting Person

[01/10/2013](#)

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.