

Miller Rory Lee
Form 3
January 04, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Miller Rory Lee | | (Month/Day/Year) | WILLIAMS COMPANIES INC [WMB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/03/2011 | | |
| ONE WILLIAMS CENTER | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| TULSA,Â OKÂ 74172 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | Sr. Vice President - Midstream | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 28,277 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------------|------------|------------|-----------------|--------|----------|-------------------|---|
| Employee Options (Right to Buy) | Â (1) | 06/14/2014 | Common Stock | 10,000 | \$ 11.71 | D | Â |
| Employee Options (Right to Buy) | Â (2) | 02/25/2015 | Common Stock | 17,500 | \$ 19.29 | D | Â |
| Employee Options (Right to Buy) | Â (3) | 03/03/2016 | Common Stock | 9,146 | \$ 21.67 | D | Â |
| Employee Options (Right to Buy) | Â (4) | 02/26/2017 | Common Stock | 8,866 | \$ 28.3 | D | Â |
| Employee Options (Right to Buy) | Â (5) | 02/25/2018 | Common Stock | 8,554 | \$ 36.5 | D | Â |
| Employee Options (Right to Buy) | Â (6) | 02/23/2019 | Common Stock | 16,431 | \$ 10.86 | D | Â |
| Employee Options (Right to Buy) | Â (7) | 02/23/2020 | Common Stock | 11,203 | \$ 21.22 | D | Â |
| Restricted Stock Units (8) | 02/25/2011 | 02/25/2011 | Common Stock | 3,355 | \$ (9) | D | Â |
| Restricted Stock Units | 02/25/2011 | 02/25/2011 | Common Stock | 4,473 | \$ (9) | D | Â |
| Restricted Stock Units (8) | 02/23/2012 | 02/23/2012 | Common Stock | 6,455 | \$ (9) | D | Â |
| Restricted Stock Units | 02/23/2012 | 02/23/2012 | Common Stock | 10,328 | \$ (9) | D | Â |
| Restricted Stock Units (8) | 02/23/2013 | 02/23/2013 | Common Stock | 4,144 | \$ (9) | D | Â |
| Restricted Stock Units | 02/23/2013 | 02/23/2013 | Common Stock | 6,631 | \$ (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Rory Lee ONE WILLIAMS CENTER TULSA,Â OKÂ 74172 | Â | Â | Â Sr. Vice President - Midstream | Â |

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L. Miller 01/04/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 3,333 vested 6/14/2005, 3,333 vested 6/14/2006, and 3,334 vested 6/14/2007.
- (2) 5,833 vested 2/25/2006, 5,833 vested 2/25/2007, and 5,834 vested 2/25/2008.
- (3) 3,048 vested 3/3/2007, 3,049 vested 3/3/2008, and 3,049 vested 3/3/2009.
- (4) 2,955 vested 2/26/2008, 2,955 vested 2/26/2009, and 2,956 vested 2/26/2010.
- (5) 2,851 vested 2/25/2009, 2,851 vested 2/25/2010, and 2,852 will vest 2/25/2011.
- (6) 5,477 vested 2/23/2010, 5,477 will vest 2/23/2011, and 5,477 will vest 2/23/2012.
- (7) 3,734 will vest on 2/23/2011, 3,734 will vest on 2/23/2012, and 3,735 will vest on 2/23/2013.

Vesting is subject to applicable grant agreement and compensation committee certification that the Company met the three year performance measure. The specific performance measure is based on an improvement in the Company's Economic Value Added over the three year period.

(9) 1-for-1

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

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