Ewing Robyn L Form 4 February 24, 2012

FORM 4

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

OMB Number: 3235-0287 Expired: January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person **

Ewing Robyn I

(First)

(Street)

(State)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Ewing Robyn L

WILLIAMS COMPANIES INC [WMB]

(Check all applicable)

(Last)

(Middle)

(7:-

3. Date of Earliest Transaction

____ Director _____ 10% Owner _____ X__ Officer (give title _____ Other (specify

ONE WILLIAMS CENTER

(Month/Day/Year) 02/23/2012

below)

THIS CEITIEI

Senior Vice President

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

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

Person

below)

TULSA, OK 74172

(City)

(City)	(State)	Table I - Non-Derivative Securities				ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	02/23/2012		M	96,445	A	\$ 29.06	119,380	D	
Common Stock	02/23/2012		F	37,076	D	\$ 29.06	82,304	D	
Common Stock (1)	02/23/2012		M	53,910	A	\$ 29.06	136,214	D	
Common Stock	02/23/2012		F	21,502	D	\$ 29.06	114,712	D	

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

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SEC 1474 (9-02)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units (2)	\$ 0	02/23/2012		A	42,535		02/23/2012	02/23/2012	Common Stock	42
Restricted Stock Units (1)	\$ 0	02/23/2012		M		96,445	02/23/2012	02/23/2012	Common Stock	96
Restricted Stock Units (1)	\$ 0	02/23/2012		M		53,910	02/23/2012	02/23/2012	Common Stock	53

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ewing Robyn L

ONE WILLIAMS CENTER Senior Vice President

TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Ms. Robyn L.

Ewing 02/24/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.
- (2) Represents restricted stock units acquired pursuant to the 2009 performance-based RSU grant agreement resulting from the performance of defined relative and absolute Total Shareholder Return ("TSR") metrics, as certified by the compensation committee.

Reporting Owners 2

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