

ARMSTRONG ALAN S
Form 4
February 26, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN 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 *
ARMSTRONG ALAN S

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS COMPANIES INC
[WMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2013

TULSA, OK 74172

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock ⁽¹⁾	02/23/2013		M		69,031 A \$ 0	124,796	D
Common Stock	02/23/2013		F		28,211 D \$ 33.57	96,585	D
Common Stock ⁽¹⁾	02/23/2013		M		36,672 A \$ 0	133,257	D
Common Stock	02/23/2013		F		17,310 D \$ 33.57	115,947	D

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

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 control number.

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 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units ⁽²⁾	\$ 0	02/23/2013		A		32,359		02/23/2013	02/23/2013	Common Stock	32,359
Restricted Stock Units ⁽¹⁾	\$ 0	02/23/2013		M		69,031		02/23/2013	02/23/2013	Common Stock	69,031
Restricted Stock Units ⁽¹⁾	\$ 0	02/23/2013		M		36,672		02/23/2013	02/23/2013	Common Stock	36,672
Restricted Stock Units	\$ 0	02/25/2013		A		35,374		02/25/2016	02/25/2016	Common Stock	35,374
Restricted Stock Units ⁽³⁾	\$ 0	02/25/2013		A		88,469		02/25/2016	02/25/2016	Common Stock	88,469
Employee Options (Right to Buy)	\$ 0	02/25/2013		A		49,181		02/25/2014	02/25/2023	Common Stock	49,181
Employee Options (Right to Buy)	\$ 0	02/25/2013		A		49,182		02/25/2015	02/25/2023	Common Stock	49,182
Employee Options (Right to Buy)	\$ 0	02/25/2013		A		49,182		02/25/2016	02/25/2023	Common Stock	49,182

