

WILLIAMS COMPANIES INC
Form 4
May 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
Miller Rory Lee

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

ONE WILLIAMS CENTER

(Street)

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

TULSA, OK 74172

(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 (D) Price			
Common Stock	05/14/2014		M	5,253 A \$ 29.72	63,451.512	D	
Common Stock	05/14/2014		S ⁽¹⁾	5,253 D \$ 45.01	58,198.512	D	
Common Stock05/14/2014	05/14/2014		M	10,092 A \$ 8.85	68,290.512	D	
Common Stock	05/14/2014		S ⁽¹⁾	5,592 D \$ 45	62,698.512	D	
Common Stock	05/14/2014		S ⁽¹⁾	4,500 D \$ 45.01	58,198.512	D	
Common Stock	05/14/2014		M	9,175 A	67,373.512	D	

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						\$		
						17.28		
Common Stock	05/14/2014		S ⁽¹⁾	5,175	D	\$ 45	62,198.512	D
Common Stock	05/15/2014		S ⁽¹⁾	4,000	D	\$ 45.01	58,198.512	D

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Options (Right to Buy)	\$ 29.72	05/14/2014		M	1,750	02/25/2010 02/25/2018	Common Stock	1,750
Employee Options (Right to Buy)	\$ 29.72	05/14/2014		M	3,503	02/25/2011 02/25/2018	Common Stock	3,503
Employee Option (Right to Buy)	\$ 8.85	05/14/2014		M	3,364	02/23/2011 02/23/2019	Common Stock	3,364
Employee Option (Right to Buy)	\$ 8.85	05/14/2014		M	6,728	02/23/2012 02/23/2019	Common Stock	6,728
Employee Option (Right to Buy)	\$ 17.28	05/14/2014		M	4,587	02/23/2012 02/23/2020	Common Stock	4,587

Employee Option (Right to Buy)	\$ 17.28	05/14/2014	M	4,588	02/23/2013	02/23/2020	Common Stock	4,588
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Reporting Owners

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

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L. Miller	05/16/2014
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__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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on June 12, 2013.

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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