

Williams Partners L.P.
Form 4
February 03, 2015

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 *
WILLIAMS COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
Williams Partners L.P. [WPZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE WILLIAMS CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

TULSA, OK 74172

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units | 01/30/2015 ⁽¹⁾ | | C | V Amount 26,955,414 <u>(1)</u> | A Price <u>(1)</u> 306,427,658 <u>(2)</u> | D <u>(2)</u> | |
| Common Units | 02/02/2015 ⁽²⁾ | | D | D Amount 306,427,658 <u>(2)</u> | D Price <u>(2)</u> 0 <u>(3)</u> | D <u>(3)</u> | |

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

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Class D Units | (1) | 01/30/2015(1) | | C | 26,955,414 (1) | (1) (1) | Common Units 26,955,414 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172 | X | X | | |
| WILLIAMS GAS PIPELINE CO LLC ONE WILLIAMS CENTER TULSA, OK 74172 | X | X | | |

Signatures

/s/ William H. Gault, Assistant Secretary
Date: 02/03/2015
**Signature of Reporting Person

William H. Gault, Assistant Secretary
Date: 02/03/2015
**Signature of Reporting Person

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) On January 30, 2015, all of the 26,955,414 Class D Units ("Class D Units") representing limited partnership interests in Williams Partners L.P. (the "Partnership") converted on a one-for-one basis and for no additional consideration into Common Units representing limited partnership interests in the Partnership ("WPZ Common Units," and such conversion, the "Class D Conversion"). Following the Class D Conversion, no Class D Units remain outstanding.
- (2) On February 2, 2015, Pursuant to an Agreement and Plan of Merger dated as of October 24, 2014 by and among Access Midstream Partners, L.P. ("ACMP"), Access Midstream Partners GP, L.L.C., VHMS LLC, the Partnership and Williams Partners GP LLC, each of the outstanding WPZ Common Units held by Williams Gas Pipeline Company, LLC ("WGP") converted into 0.80036 Common Units representing limited partner interests in ACMP (the "Merger Exchange"). As a result of the Merger Exchange, WGP disposed of its 306,427,658 WPZ Common Units on February 2, 2015.
- (3) Giving effect to the Merger Exchange described in footnote 2 above, The Williams Companies, Inc. and WGP no longer own, indirectly or directly, any WPZ Common Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.