

Timmermans Ted T  
 Form 4  
 February 29, 2012

**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 \*  
 Timmermans Ted T

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)  
 02/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President and Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |
| Common Stock                    | 02/27/2012                           |                                                    | S                              |                                                                   | 13,900                                                                                        | D                                                        | \$ 29.328                         |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | (1)                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 714                                                                                           | I                                                        |                                   |

By company plan (2)

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

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SEC 1474 (9-02)

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**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 |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      | Amount or Number of Shares |
| Restricted Stock Units <sup>(3)</sup>      | \$ 29.11                                               | 02/27/2012                           |                                                    | A                              | 5,690                                                                                   | 02/27/2015                                               | 02/27/2015                                                    | Common Stock               | 5,690                      |
| Restricted Stock Units                     | \$ 29.11                                               | 02/27/2012                           |                                                    | A                              | 6,288                                                                                   | 02/27/2015                                               | 02/27/2015                                                    | Common Stock               | 6,288                      |
| Employee Options (Right to Buy)            | \$ 29.11                                               | 02/27/2012                           |                                                    | A                              | 4,923                                                                                   | 02/27/2013                                               | 02/27/2022                                                    | Common Stock               | 4,923                      |
| Employee Options (Right to Buy)            | \$ 29.11                                               | 02/27/2012                           |                                                    | A                              | 4,923                                                                                   | 02/27/2014                                               | 02/27/2022                                                    | Common Stock               | 4,923                      |
| Employee Options (Right to Buy)            | \$ 29.11                                               | 02/27/2012                           |                                                    | A                              | 4,924                                                                                   | 02/27/2015                                               | 02/27/2022                                                    | Common Stock               | 4,924                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                               |       |
|------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                       | Other |
| Timmermans Ted T<br>ONE WILLIAMS CENTER<br>TULSA, OK 74172 |               |           | Vice President and Controller |       |

## Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Ted T.  
Timmermans

02/29/2012

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$29.32 - \$29.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) Represents shares of the Company's common stock held in The Investment Plus Plan.

Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year

(3) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.

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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