

WILLIAMS COMPANIES INC
 Form 4
 September 02, 2010

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 PIPELINE PARTNERS L.P. [WMZ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE WILLIAMS CENTER
 (Street)
 TULSA, OK 74172
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2010
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)
 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 Ownership (Instr. 4)
Common units representing limited partnership interest	08/31/2010		J	4,700,668	D (1) 0	I	See Footnote (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 Security (Instr. 3 and 4)
Subordinated Units	\$ 0 ⁽³⁾	08/31/2010		J	10,957,900	⁽³⁾ ⁽³⁾	Common units representing limited partnership interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172		X		

Signatures

La Fleur C. Browne, Secretary for Williams Companies, Inc. 09/02/2010

**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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of May 24, 2010, by and among Williams Partners L.P. ("Williams Partners"), Williams Partners GP LLC, Williams Partners Operating LLC, WPZ Operating Company Merger Sub LLC, the issuer, and Williams Pipeline GP LLC (the "Merger Agreement"). The common units and subordinated units owned by the reporting persons were canceled and retired without consideration therefor pursuant to the Merger Agreement.
- (2) Prior to the merger referenced in footnote 1 above, Williams Pipeline GP LLC (the "General Partner") owned directly 4,700,668 Common Units, 10,957,900 Subordinated Units, 684,869 units representing a 2% general partner interest and certain incentive distribution rights (IDRs), which represent the right to receive an increasing percentage of quarterly distributions of the Issuer. The Williams Companies, Inc. (Williams) indirectly owns 100% of the General Partner. Accordingly, Williams may be deemed to be the indirect beneficial owner of any securities held by the General Partner.
- (3) Each Subordinated Unit would have converted into one Common Unit at the end of the subordination period, which would have ended once the issuer met certain financial tests set forth in its Partnership Agreement. These financial tests included, among other things, that the distributions of available cash from operating surplus on the outstanding Common Units, Subordinated Units and General Partner Units equaled or exceeded the sum of the minimum quarterly distributions for each of the prior three consecutive, non-overlapping four-quarter periods and the adjusted operating surplus for the same period equaled or exceeded the sum of the minimum quarterly distributions on all of such outstanding units on a fully diluted basis. The Subordinated Units did not have an expiration date.

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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