

Miller Rory Lee
Form 4
April 08, 2013

FORM 4

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

OMB APPROVAL

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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)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2013

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

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 | (A) or (D) | Price | | |
| Common Stock | 04/04/2013 | | M | | 5,545 | A | \$ 23.04 | 39,926.031 | D |
| Common Stock | 04/04/2013 | | S ⁽¹⁾ | | 100 | D | \$ 36.6 | 39,826.031 | D |
| Common Stock | 04/04/2013 | | S ⁽¹⁾ | | 2,345 | D | \$ 36.61 | 37,481.031 | D |
| Common Stock | 04/04/2013 | | S ⁽¹⁾ | | 200 | D | \$ 36.62 | 37,281.031 | D |
| Common Stock | 04/04/2013 | | S ⁽¹⁾ | | 1,600 | D | \$ 36.655 | 35,681.031 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|--------------------------|---|
| Common Stock | 04/04/2013 | <u>S(1)</u> | 100 | D | \$ 36.68 | 35,581.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 1,100 | D | \$ 36.69 | 34,481.031 | D |
| Common Stock | 04/04/2013 | M | 7,248 | A | \$ 24.21 | 41,729.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 1,095 | D | \$ 36.52 | 40,634.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 400 | D | \$ 36.55 | 40,234.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 405 | D | \$ 36.56 | 39,829.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 1,448 | D | \$ 36.62 | 38,381.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 300 | D | \$ 36.64 | 38,081.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 1,200 | D | \$ 36.65 | 36,881.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 200 | D | \$ 36.66 | 36,681.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 700 | D | \$ 36.68 | 35,981.031 | D |
| Common Stock | 04/04/2013 | <u>S(1)</u> | 1,500 | D | \$ 36.69 | 34,481.031 <u>(2)</u> | 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

| | | | | | | | | Shares |
|---------------------------------|----------|------------|---|-------|------------|------------|--------------|--------|
| Employee Options (Right to Buy) | \$ 23.04 | 04/04/2013 | M | 5,445 | 02/26/2008 | 02/26/2017 | Common Stock | 5,445 |
| Employee Options (Right to Buy) | \$ 24.21 | 04/04/2013 | M | 7,248 | 02/24/2012 | 02/24/2021 | Common Stock | 7,248 |

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 Rory L. Miller
04/08/2013

__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 March 5, 2013.
- (2) Since the date of the reporting person's last ownership report, he transferred 5,225 shares of WMB common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

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.