

CHAPPEL DONALD R
Form 4/A
September 28, 2017

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 *
CHAPPEL DONALD R

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)
02/24/2017

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

TULSA, OK 74172

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2017

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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock <u>(1)</u> <u>(2)</u> | 02/24/2017 | | M | | 19,838 | A | \$ 23.04 |
| Common Stock <u>(1)</u> <u>(2)</u> | 02/24/2017 | | M | | 19,838 | A | \$ 23.04 |
| Common Stock <u>(1)</u> <u>(2)</u> | 02/24/2017 | | M | | 19,839 | A | \$ 23.04 |
| Common Stock <u>(1)</u> | 02/24/2017 | | F | | 52,436 | D | \$ 27.97 |
| Common Stock <u>(1)</u> <u>(3)</u> | 02/24/2017 | | M | | 20,110 | A | \$ 0 |

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Common Stock ⁽¹⁾ 02/24/2017 F 6,060 D \$ 27.97 332,120 D

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

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SEC 1474 (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 |
| Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾ | \$ 23.04 | 02/24/2017 | | M | 19,838 | 02/25/2009 02/26/2017 | Common Stock 19,838 |
| Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾ | \$ 23.04 | 02/24/2017 | | M | 19,838 | 02/25/2010 02/26/2017 | Common Stock 19,838 |
| Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾ | \$ 23.04 | 02/24/2017 | | M | 19,839 | 02/25/2011 02/26/2017 | Common Stock 19,839 |
| Restricted Stock Units ⁽¹⁾ ⁽³⁾ | \$ 0 | 02/24/2017 | | M | 20,110 | 02/24/2017 02/24/2017 | Common Stock 20,110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAPPEL DONALD R ONE WILLIAMS CENTER TULSA, OK 74172 | | | Sr. Vice President & CFO | |

Signatures

Cher S. Lawrence,
Attorney-in-fact

09/28/2017

__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) This filing amends and replaces that certain Form 4 filed on February 28, 2017. The February 28, 2017 filing was made in error, and was duplicative of a previous filing.
- (2) Transactions were automatically effected pursuant to issuer plan which prevents expiration of in-the-money stock option grants.
- (3) Payout of Restricted Stock Units, in a transaction exempt under Rules 16-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.

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.