

Poarch John E  
 Form 4  
 February 21, 2019

**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 \*  
 Poarch John E

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)  
 02/19/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
 SVP - Engineering Services

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount (D) Price  |  |                                   |
| Common Stock                    | 02/19/2019                           |  | A                              | 27,352 A  | \$ 0 60,391   | 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)**

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0   | 02/19/2019                           |  | A                              | 25,926  | 02/19/2022   | 02/19/2022  | Common Stock | 25,926                     |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0   | 02/19/2019                           |  | A                              | 29,786  | 02/19/2022   | 02/19/2022  | Common Stock | 29,786                     |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0   | 02/19/2019                           |  | A                              | 29,786  | 02/19/2023   | 02/19/2023  | Common Stock | 29,786                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Poarch John E<br>ONE WILLIAMS CENTER<br>TULSA, OK 74172 |               |           | SVP -<br>Engineering<br>Services |       |

## Signatures

Cheryl L. Mahon,  
Attorney-in-Fact  
  
Date: 02/21/2019

\*\*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) Vesting is subject to applicable grant agreement and Compensation and Management Development Committee certification that the Company has met the applicable three year performance measures of return on capital employed and total shareholder return, each weighted at 50%. The payout will range from 0 percent to 200 percent of the awarded number of units.

(2) Vesting is subject to applicable grant agreement and Compensation and Management Development Committee certification that the Company has met the applicable three year performance measure of Adjusted EPS. Any earned units based on approved performance results will generally distribute 50% on the third anniversary of the grant date and 50% on the fourth anniversary of the grant date. The payout will range from 0 percent to 200 percent of the awarded number of units.

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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