WILLIAMS COMPANIES INC

Form 5

February 14, 2012

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

3235-0362

January 31,

2005

1.0

Number:

Expires:

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HINSHAW JUANITA H Symbol WILLIAMS COMPANIES INC (Check all applicable) [WMB] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 12/31/2011 7701 FORSYTH BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

CLAYTON, MOÂ 63105

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

Amount (D) Price

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (1)	\$ 15.62	12/14/2011	Â	A4	1,833	Â	05/21/2012	05/21/2012	Common Stock	1,83
Restricted Stock Units (1)	\$ 19.11	12/14/2011	Â	A4	1,489	Â	05/20/2013	05/20/2013	Common Stock	1,489
Restricted Stock Units (1)	\$ 30.63	12/14/2011	Â	A4	929	Â	05/19/2014	05/19/2014	Common Stock	929
Stock Options (Right to Buy) (3)	\$ 13.36	12/14/2011	Â	A4	4	Â	12/15/2004	12/15/2014	Common Stock	4
Stock Options (Right to Buy) (3)	\$ 14.24	12/14/2011	Â	A4	9	Â	05/19/2005	12/19/2015	Common Stock	9
Stock Options (Right to Buy) (3)	\$ 16.85	12/14/2011	Â	A4	1,370	Â	05/18/2006	05/18/2016	Common Stock	1,37

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
HINSHAW JUANITA H						
7701 FORSYTH BLVD	ÂΧ	Â	Â	Â		
CLAYTON Â MOÂ 63105						

Signatures

Cher S. Lawrence, Attorney-in-Fact for Juanita H.
Hinshaw
02/14/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- Pursuant to anti-dilution provisions of this grant, the number of shares underlying the award was adjusted in conjunction with the Issuer's
- (1) legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.
- (2) 1-for-1
- Pursuant to anti-dilution provisions of this grant, the exercise price and the number of shares subject to it were adjusted in conjunction
- (3) with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.