Miller Rory Lee Form 4 February 29, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Miller Rory Lee

(Last)

2. Issuer Name and Ticker or Trading

Symbol

WILLIAMS COMPANIES INC [WMB]

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2012

(Street)

ONE WILLIAMS CENTER

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

Sr. Vice President - Midstream

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

TULSA, OK 74172

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Transaction(s) (Instr. 3 and 4)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 29.11	02/27/2012		A	25,586	02/27/2015	02/27/2015	Common Stock	25,586
Restricted Stock Units	\$ 29.11	02/27/2012		A	17,795	02/27/2015	02/27/2015	Common Stock	17,795
Employee Options (Right to Buy)	\$ 29.11	02/27/2012		A	19,694	02/27/2013	02/27/2022	Common Stock	19,694
Employee Options (Right to Buy)	\$ 29.11	02/27/2012		A	19,694	02/27/2014	02/27/2022	Common Stock	19,694
Employee Options (Right to Buy)	\$ 29.11	02/27/2012		A	19,694	02/27/2015	02/27/2022	Common Stock	19,694

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Rory Lee

ONE WILLIAMS CENTER Sr. Vice President - Midstream

TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller
02/29/2012

**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).

Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year

(1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.

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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.