

Williams Partners L.P.  
Form 8-K  
November 19, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 17, 2010

**Williams Partners L.P.**

(Exact name of registrant as specified in its charter)

Delaware

1-32599

20-2485124

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Williams Center, Tulsa, Oklahoma

74172-0172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(918) 573-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of the general partner of Williams Partners L.P. (the "Partnership") approved an amendment to the Partnership's Amended and Restated Agreement of Limited Partnership, dated November 17, 2010 ("Amendment No. 7"), to amend certain definitions for purposes of allocating additional Partnership liabilities and related deductions among the partners for capital account maintenance purposes. The description of Amendment No. 7 in this Item 5.03 is qualified in its entirety by reference to the copy of Amendment No. 7 filed as Exhibit 3.1 to this report, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) None
- (b) None
- (c) None
- (d) Exhibits.

Exhibit 3.1 Amendment No. 7 to Amended and Restated Agreement of Limited Partnership of Williams Partners L.P., dated November 17, 2010.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLIAMS PARTNERS L.P.

By: Williams Partners GP LLC, its General Partner

By: /s/ La Fleur C. Browne

La Fleur C. Browne

Corporate Secretary

Date: November 19, 2010

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 3.1                | Amendment No. 7 to Amended and Restated Agreement of Limited Partnership of Williams Partners L.P., dated November 17, 2010. |