

CHAPPEL DONALD R

Form 4

December 16, 2009

FORM 4**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.
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

OMB APPROVAL

OMB
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(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)

TULSA, OK 74172

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2009

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

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

Sr. Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 ⁽¹⁾	12/15/2009		S		200	D	\$ 20.26 167,327
Common Stock ⁽¹⁾	12/15/2009		S		2,100	D	\$ 20.27 165,227
Common Stock ⁽¹⁾	12/15/2009		S		200	D	\$ 20.28 165,027
Common Stock ⁽¹⁾	12/15/2009		S		100	D	\$ 20.305 164,927
Common Stock ⁽¹⁾	12/15/2009		S		900	D	\$ 20.31 164,027

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Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.32	163,527	D
Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.33	163,027	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.34	162,627	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.35	162,427	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.36	162,027	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.37	161,627	D
Common Stock <u>(1)</u>	12/15/2009	S	300	D	\$ 20.38	161,327	D
Common Stock <u>(1)</u>	12/15/2009	S	100	D	\$ 20.39	161,227	D
Common Stock <u>(1)</u>	12/15/2009	S	1,100	D	\$ 20.4	160,127	D
Common Stock <u>(1)</u>	12/15/2009	S	1,000	D	\$ 20.41	159,127	D
Common Stock <u>(1)</u>	12/15/2009	S	700	D	\$ 20.42	158,427	D
Common Stock <u>(1)</u>	12/15/2009	S	100	D	\$ 20.425	158,327	D
Common Stock <u>(1)</u>	12/15/2009	S	1,700	D	\$ 20.43	156,627	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.435	156,427	D
Common Stock <u>(1)</u>	12/15/2009	S	1,400	D	\$ 20.44	155,027	D
Common Stock <u>(1)</u>	12/15/2009	S	2,400	D	\$ 20.45	152,627	D
Common Stock <u>(1)</u>	12/15/2009	S	3,400	D	\$ 20.46	149,227	D
Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.465	148,727	D
Common Stock <u>(1)</u>	12/15/2009	S	3,231	D	\$ 20.47	145,496	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.475	145,296	D
	12/15/2009	S	1,050	D	\$ 20.48	144,246	D

Common
Stock (1)

Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.485	144,046	D
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Common Stock <u>(1)</u>	12/15/2009	S	1,519	D	\$ 20.49	142,527	D
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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CHAPPEL DONALD R
ONE WILLIAMS CENTER
TULSA, OK 74172

Sr. Vice President & CFO

Signatures

Cher S. Lawrence, Attorney-in-Fact for Donald R.
Chappel

12/16/2009

 **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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on September 11, 2009.

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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