

Timmermans Ted T
Form 4
March 02, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Timmermans Ted T

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)
02/26/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President and Controller

TULSA, OK 74172

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

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)
Common Stock ⁽¹⁾	02/26/2010		M	V Amount (A) or (D) Price 4,119 A \$ 21.54	15,356	D	
Common Stock	02/26/2010		F	1,505 D \$ 21.54	13,851	D	
Common Stock	03/01/2010		S	1,800 D \$ 21.74	12,051	D	
Common Stock	03/01/2010		S	800 D \$ 21.75	11,251	D	
Common Stock					13,015	I	By employee stock plan

(2)

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)	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/26/2010		M	4,119	02/26/2010 02/26/2010	Common Stock	4,119
Restricted Stock Units ⁽³⁾	\$ 0	02/26/2010		J	5,492	02/26/2010 02/26/2010	Common Stock	5,492

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Timmermans Ted T ONE WILLIAMS CENTER TULSA, OK 74172	Vice President and Controller

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Ted T.
Timmermans

03/02/2010

 **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).

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- (1) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.
- (2) Represents total shares of the Company's common stock held in The Investment Plus Plan.
- (3) The performance-based Restricted Stock Units grant was cancelled since vesting was subject to the applicable grant agreement and compensation committee certification that the Company met the three year performance measure. The specific performance measure was based on a improvement in the Company's Economic Value Added over the three year period and such measure was not met.

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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