

HAGG JOHN A  
Form 4  
May 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAGG JOHN A

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)  
50-266 HIDDEN VALLEY TR S  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2012

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

INDIAN WELLS, CA 92210

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/17/2012		P	3,200 A \$ 30.3082	3,200	D	
Common Stock	05/17/2012		P	1,900 A \$ 30.2599	5,100	D	
Common Stock	05/17/2012		P	4,900 A \$ 30.2399	10,000	I	By Dogstar Capital Corp.

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

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SEC 1474 (9-02)

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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 (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. Pr Deriv Secur (Instr.	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						V	(A)	(D)	
Restricted Stock Units <sup>(1)</sup>	\$ 29.79	05/17/2012		A	4,700	<u>(2)</u>	<u>(2)</u>	Common Stock	4,700
Restricted Stock Units <sup>(1)</sup>	\$ 29.79	05/17/2012		A	1,609	<u>(4)</u>	<u>(4)</u>	Common Stock	1,609

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

HAGG JOHN A  
50-266 HIDDEN VALLEY TR S X  
INDIAN WELLS, CA 92210

## Signatures

Cher S. Lawrence, Attorney-in-Fact for John A.  
Hagg

05/18/2012

    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).

(1) Granted pursuant to The Williams Companies, Inc. 2007 Incentive Plan, as amended, in transactions exempt under Rule 16b-3(d) as annual compensation for non-management directors.

(2) Restricted stock units payable on May 17, 2013 or upon death or other termination of service as a non-management director of the Company.

(3) 1-for-1

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- (4) Restricted stock units payable on May 17, 2015 or upon death or other termination of service as a non-management director of the Company.

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.