

WILLIAMS COMPANIES INC
Form 4
August 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS PARTNERS L.P.
[WPZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE WILLIAMS CENTER

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2018

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

(Street)
TULSA, OK 74172

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

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)
				(A) or (D) Price			
Common Units	08/10/2018 ⁽¹⁾		A	256,007,447 ⁽¹⁾	A <u>(1)</u> 958,225,979 ⁽¹⁾	D <u>(2)</u>	
Common Units	08/10/2018 ⁽¹⁾		D	958,225,979 ⁽¹⁾	D <u>(1)</u> 0 ⁽²⁾	D <u>(3)</u>	

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Convertible Class B Units	\$ 0 ⁽⁴⁾	08/10/2018 ⁽¹⁾		D	18,724,716 _{(1) (5)}	₍₄₎	₍₄₎	Common Units	18,724,716 ₍₄₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
WILLIAMS GAS PIPELINE CO LLC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		

Signatures

Cher S. Lawrence, Assistant Secretary
08/13/2018
**Signature of Reporting Person Date

Cher S. Lawrence, Assistant Secretary
08/13/2018
**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).

On August 10, 2018, pursuant to an Agreement and Plan of Merger dated May 16, 2018 by and among The Williams Companies, Inc. ("Williams"), SCMS LLC ("Merger Sub"), Williams Partners L.P. ("Williams Partners"), and WPZ GP LLC, Williams Partners issued to Williams, in exchange for the limited liability company interests in Merger Sub held by Williams immediately prior to the effective time of the merger contemplated thereby (the "Merger"), the number of newly issued common units representing limited partner interests in Williams Partners (the "Common Units") reported in Table I herein. Shortly following the Merger, Williams Partners merged into Williams (the "Second-Step Merger"), the separate existence of Williams Partners ceased, and the Reporting Persons were deemed to have disposed of all of the Common Units and Convertible Class B Units held by the Reporting Persons immediately prior to the effective time of the Second-Step Merger.

(1) Giving effect to the transactions reported herein, the Reporting Persons no longer own, directly or indirectly, any Common Units or Convertible Class B Units.

(3)

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Prior to their disposition in connection with the Second-Step Merger, Williams indirectly beneficially owned all of the Common Units and the Convertible Class B Units held of record by Williams Gas Pipeline Company, LLC, a wholly owned subsidiary of Williams.

- (4) Convertible Class B Units were convertible on a one-for-one basis into Common Units at the election of the holder or Williams Partners pursuant to Williams Partners' Second Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement"). Pursuant to the Partnership Agreement, Class B Units received additional paid-in-kind Class B Units in lieu of cash for each distribution period that distributions were made with respect to the Common Units.

- (5) Due to an administrative error, the number of Class B Units beneficially owned by the Reporting Persons set forth in Column 9 of Table II in the Form 4 filed on August 3, 2018 was incorrectly reported as 18,442,649. The correct amount of Class B Units held by the Reporting Persons was 18,724,716.

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.