Cooper Kathleen B Form 5 February 14, 2012

## FORM 5

#### OMB APPROVAL

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Cooper Kathleen B Symbol WILLIAMS COMPANIES INC (Check all applicable) [WMB] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2011 3300 UNIVERSITY BLVD. 213 CARR COLLINS HALL (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DALLAS. TXÂ 75275 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4)

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

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Price

Fiscal Year

(Instr. 3 and 4)

(A)

or

Amount (D)

SEC 2270 (9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.          | 5. Number of | 6. Date Exercisable and | 7. Title and Amount  |
|-------------|------------|---------------------|--------------------|-------------|--------------|-------------------------|----------------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transaction | Derivative   | Expiration Date         | Underlying Securitie |

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| Security (Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                       |
|-----------------------------------|---|------------|-------------------------|-----------------|--|-----|---------------------|--------------------|------------------|---------------------------------------|
|                                   |   |            |                         |                 | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amour<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units (1)  | \$ 15.62  | 12/14/2011 | Â                       | A4              | 1,833  | Â   | 05/21/2012          | 05/21/2012         | Common<br>Stock  | 1,83                                  |
| Restricted<br>Stock<br>Units (1)  | \$ 19.11  | 12/14/2011 | Â                       | A4              | 1,489  | Â   | 05/20/2013          | 05/20/2013         | Common<br>Stock  | 1,489                                 |
| Restricted<br>Stock<br>Unites (1) | \$ 30.63  | 12/14/2011 | Â                       | A4              | 929  | Â   | 05/19/2014          | 05/19/2014         | Common<br>Stock  | 929                                   |
| Options (Right to Buy) (3)        | \$ 22.11  | 12/14/2011 | Â                       | A4              | 1,027  | Â   | 12/15/2006          | 12/15/2015         | Common<br>Stock  | 1,02                                  |

# **Reporting Owners**

| Reporting Owner Name / Address        | Relationships |           |         |      |  |  |
|---------------------------------------|---------------|-----------|---------|------|--|--|
| · · · · · · · · · · · · · · · · · · · | Director      | 10% Owner | Officer | Othe |  |  |
| Cooper Kathleen B                     |               |           |         |      |  |  |
| 3300 UNIVERSITY BLVD                  | λv            | Â         | Â       | â    |  |  |
| 213 CARR COLLINS HALL                 | АЛ            | А         | A       | A    |  |  |
| DALLAS. TX 75275                      |               |           |         |      |  |  |

# **Signatures**

Cher S. Lawrence, Attorney-in-Fact for Kathleen B.
Cooper 02/14/2012

\*\*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).
- Pursuant to anti-dilution provisions of this grant, the number of shares underlying the award was adjusted in conjunction with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were
- (1) legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.
- (2) 1-for-1
- Pursuant to anti-dilution provisions of this grant, the exercise price and the number of shares subject to it were adjusted in conjunction (3) with the Issuer's legal and structural separation of WPX Energy. Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of
- (3) with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.