

WILLIAMS COMPANIES INC
 Form 4
 February 26, 2014

FORM 4

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

OMB APPROVAL

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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 *
 ARMSTRONG ALAN S

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2014

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

ONE WILLIAMS CENTER

(Street)

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

TULSA, OK 74172

(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 or Price		
Common Stock ⁽¹⁾	02/24/2014		M		\$ 0 238,664	D	
Common Stock	02/24/2014		F		\$ 41.77 184,228	D	
Common Stock ⁽¹⁾	02/24/2014		M		\$ 0 217,876	D	
Common Stock	02/24/2014		F		\$ 41.77 201,994	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units ⁽²⁾	\$ 0	02/24/2014		A		55,420		02/24/2014	02/24/2014	Common Stock
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2013		M		122,717		02/24/2014	02/24/2014	Common Stock
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2014		M		33,648		02/24/2014	02/24/2014	Common Stock
Restricted Stock Units ⁽³⁾	\$ 0	02/24/2014		A		78,041		02/24/2017	02/24/2017	Common Stock
Restricted Stock Units	\$ 0	02/24/2014		A		31,422		02/24/2017	02/24/2017	Common Stock
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		44,360		02/24/2015	02/24/2024	Common Stock
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		44,360		02/24/2016	02/24/2024	Common Stock
Employee Option (Right to Buy)	\$ 41.77	02/24/2014		A		44,360		02/24/2017	02/24/2024	Common Stock

