

Edgar Filing: WILLIAMS COMPANIES INC - Form S-8

WILLIAMS COMPANIES INC  
Form S-8  
April 04, 2002

As filed with the Securities and Exchange Commission on April 4, 2002.  
Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933  
-----

THE WILLIAMS COMPANIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)  
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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

73-0569878  
(I.R.S. Employer  
Identification No.)

One Williams Center  
Tulsa, Oklahoma  
(Address of Principal Executive Offices)

74172  
(Zip Code)

-----  
THE WILLIAMS INVESTMENT PLUS PLAN  
(Full title of plan)  
-----

SUZANNE H. COSTIN, ESQ.  
The Williams Companies, Inc.  
One Williams Center, Tulsa, OK 74172  
(918) 573-2000  
(Name, address and telephone number of agent for service)  
-----

CALCULATION OF REGISTRATION FEE

| Title of Each Class<br>of Securities to<br>be Registered(1) | Amount<br>to be<br>Registered | Proposed<br>Maximum<br>Offering Price<br>Per Unit(2) | Proposed<br>Maximum<br>Aggregate<br>Offering Price(3) | Amount of<br>Registration<br>Fee |
|---|-------------------------------|--|---|----------------------------------|
| Common Stock,<br>(\$1 par value)                            | 10,000,000 (4)                | \$23.75  | \$237,500,000   | \$21,850                         |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

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- (2) Estimated based on the reported New York Stock Exchange composite transactions closing price on April 1, 2002.
- (3) Estimated solely for the purpose of calculating the filing fee.
- (4) Includes a number of Rights issuable under The Williams Companies, Inc. Rights Plan equal to one-half of the number of shares registered hereunder.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are hereby incorporated by reference and made a part of this Registration Statement:

- (a) Williams' Annual Report on Form 10-K for the year ended December 31, 2001.
- (b) Williams' Current Reports on Form 8-K filed January 4, 23 and 30, February 5 and 19, March 7, 8, 13, 20, 27 and 28 and April 1, 2002.
- (c) The description of Williams' common stock, par value \$1.00 per share, contained in Williams' Registration Statement on Form S-3 filed April 4, 2002.
- (d) The Plan's Annual Report on Form 11-K for the year ended December 31, 2000.

All reports subsequently filed by Williams pursuant to Sections 13, 14 and 15(d) of the Securities Exchange Act of 1934, prior to the termination of the offering, shall be deemed to be incorporated herein by reference and to be a part hereof.

Pursuant to General Instruction E to Form S-8, the contents of Williams' Registration Statement No. 33-40979 on Form S-8 filed May 31, 1991, and Williams' Registration Statement No. 33-51549 filed December 17, 1993, are incorporated by reference herein.

##### ITEM 8. EXHIBITS.

- 4.1\* Williams' Restated Certificate of Incorporation, as supplemented (filed as Exhibit 3.1 to Williams' Registration Statement on Form S-3 filed April 4, 2002).
- 23.1 Consent of Ernst & Young LLP.
- 24.1 Power of Attorney.
- 24.2 Certified copy of resolution authorizing signatures pursuant to Power of Attorney.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Williams certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April, 2002.

THE WILLIAMS COMPANIES, INC.  
(Registrant)

By /s/ Suzanne H. Costin  
-----  
(Suzanne H. Costin, Attorney-in-fact)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on April 4, 2002:

| SIGNATURE<br>-----                 | TITLE<br>-----   |
|------------------------------------|--|
| *<br>-----<br>Keith E. Bailey      | Chairman of the Board<br>(Principal Executive Officer) |
| *<br>-----<br>Jack D. McCarthy     | Senior Vice President<br>(Principal Financial Officer) |
| *<br>-----<br>Gary R. Belitz       | Controller<br>(Principal Accounting Officer)           |
| *<br>-----<br>Hugh M. Chapman      | Director   |
| *<br>-----<br>Glenn A. Cox         | Director   |
| *<br>-----<br>Thomas H. Cruikshank | Director   |
| *<br>-----<br>William E. Green     | Director   |

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|                    |          |
|--------------------|----------|
| *                  | Director |
| -----              |          |
| W. R. Howell       |          |
| *                  | Director |
| -----              |          |
| James C. Lewis     |          |
| *                  | Director |
| -----              |          |
| Charles M. Lillis  |          |
| *                  | Director |
| -----              |          |
| George A. Lorch    |          |
| *                  | Director |
| -----              |          |
| Frank T. MacInnis  |          |
| *                  | Director |
| -----              |          |
| Steven J. Malcolm  |          |
| *                  | Director |
| -----              |          |
| Gordon R. Parker   |          |
| *                  | Director |
| -----              |          |
| Janice D. Stoney   |          |
| *                  | Director |
| -----              |          |
| Joseph H. Williams |          |

\*By /s/ Suzanne H. Costin  
-----  
(Suzanne H. Costin, Attorney-in-fact)

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April, 2002.

THE WILLIAMS INVESTMENT PLUS PLAN

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By: /s/ SCOTT H. WELCH

-----  
Scott H. Welch  
Special Benefits Counsel  
The Williams Companies, Inc.

INDEX TO EXHIBITS.

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|------------------|--|
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| 23.1             | Consent of Ernst & Young LLP.  |
| 24.1             | Power of Attorney.   |
| 24.2             | Certified copy of resolution authorizing signatures pursuant<br>to Power of Attorney.  |