

WILLIAMS COMPANIES INC

Form 4

May 16, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Scheel James E.

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)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

TULSA, OK 74172

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	05/14/2014		S	4,348	D	\$ 44.95	4,344.463 D
Common Stock	05/14/2014		M	3,492	A	\$ 29.72	7,836.463 D
Common Stock	05/14/2014		S ⁽¹⁾	3,492	D	\$ 44.95	4,344.463 D
Common Stock	05/14/2014		M	5,118	A	\$ 8.85	9,462.463 D
Common Stock	05/14/2014		S ⁽¹⁾	5,118	D	\$ 44.95	4,344.463 D

Edgar Filing: WILLIAMS COMPANIES INC - Form 4

Common Stock	05/14/2014	M	4,070	A	\$ 17.28	8,414.463	D
Common Stock	05/14/2014	S ⁽¹⁾	4,070	D	\$ 44.95	4,344.463	D
Common Stock	05/14/2014	M	11,147	A	\$ 24.21	15,491.463	D
Common Stock	05/14/2014	S ⁽¹⁾	11,147	D	\$ 44.95	4,344.463	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.

SEC 1474
(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)		8. D S (I)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 29.72	05/14/2014		M		1,164		02/25/2009	02/25/2018	Common Stock	1,164
Stock Options (Right to Buy)	\$ 29.72	05/14/2014		M		1,164		02/25/2010	02/25/2018	Common Stock	1,164
Stock Options (Right to Buy)	\$ 29.72	05/14/2014		M		1,164		02/25/2011	02/25/2018	Common Stock	1,164
Stock Options (Right to Buy)	\$ 8.85	05/14/2014		M		1,706		02/23/2010	02/23/2019	Common Stock	1,706

Edgar Filing: WILLIAMS COMPANIES INC - Form 4

Stock Options (Right to Buy)	\$ 8.85	05/14/2014	M	1,706	02/23/2011	02/23/2019	Common Stock	1,706
Stock Options (Right to Buy)	\$ 8.85	05/14/2014	M	1,706	02/23/2012	02/23/2019	Common Stock	1,706
Stock Options (Right to Buy)	\$ 17.28	05/14/2014	M	1,356	02/23/2011	02/23/2020	Common Stock	1,356
Stock Options (Right to Buy)	\$ 17.28	05/14/2014	M	1,357	02/23/2012	02/23/2020	Common Stock	1,357
Stock Options (Right to Buy)	\$ 17.28	05/14/2014	M	1,357	02/23/2013	02/23/2020	Common Stock	1,357
Stock Options (Right to Buy)	\$ 24.21	05/14/2014	M	3,716	02/24/2012	02/24/2021	Common Stock	3,716
Stock Options (Right to Buy)	\$ 24.21	05/14/2014	M	3,716	02/24/2013	02/24/2021	Common Stock	3,716
Stock Options (Right to Buy)	\$ 24.21	05/14/2014	M	3,715	02/24/2014	02/24/2021	Common Stock	3,715

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scheel James E. ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President	

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. James E. Scheel 05/16/2014

__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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on February 24, 2014.

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.