WILLIAMS COMPANIES INC

Form 4 May 16, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Miller Rory Lee

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

WILLIAMS COMPANIES INC

[WMB]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/14/2014

Director 10% Owner X_ Officer (give title Other (specify

below) Sr. Vice President

ONE WILLIAMS CENTER

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TULSA, OK 74172

(City)

1.Title of Security	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction	or(A) or Disposed of (D)	Securities	Ownership	of Indirect
		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
			(4)	Reported	(I)		
				(A)	Transaction(s)	(Instr. 4)	
				or			

		Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Inst
Common Stock	05/14/2014	M	5,253	A	\$ 29.72	63,451.512	D
Common Stock	05/14/2014	S(1)	5,253	D	\$ 45.01	58,198.512	D
Common Stock05/14/2014	05/14/2014	M	10,092	A	\$ 8.85	68,290.512	D
Common Stock	05/14/2014	S(1)	5,592	D	\$ 45	62,698.512	D
Common Stock	05/14/2014	S <u>(1)</u>	4,500	D	\$ 45.01	58,198.512	D
Common Stock	05/14/2014	M	9,175	A		67,373.512	D

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					\$ 17.28		
Common Stock	05/14/2014	S(1)	5,175	D	\$ 45	62,198.512	D
Common Stock	05/15/2014	S(1)	4,000	D	\$ 45.01	58,198.512	D

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. Transactic Code (Instr. 8)	5. Number ction of Derivative Securities 8) 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 or Number of Shares
Employee Options (Right to Buy)	\$ 29.72	05/14/2014		M		1,750	02/25/2010	02/25/2018	Common Stock	1,750
Employee Options (Right to Buy)	\$ 29.72	05/14/2014		M		3,503	02/25/2011	02/25/2018	Common Stock	3,503
Employee Option (Right to Buy)	\$ 8.85	05/14/2014		M		3,364	02/23/2011	02/23/2019	Common Stock	3,364
Employee Option (Right to Buy)	\$ 8.85	05/14/2014		M		6,728	02/23/2012	02/23/2019	Common Stock	6,728
Employee Option (Right to Buy)	\$ 17.28	05/14/2014		M		4,587	02/23/2012	02/23/2020	Common Stock	4,587

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Employee

Option (Right to \$ 17.28 05/14/2014 M 4,588 02/23/2013 02/23/2020 Common Stock 4,588

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Rory Lee ONE WILLIAMS CENTER TULSA, OK 74172

Sr. Vice President

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller

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 June 12, 2013.

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.

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