ARMSTRONG ALAN S

Form 4

February 21, 2019

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARMSTRONG ALAN S			Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			WILLIAMS COMPANIES INC [WMB]	(Check all applicable)		
(Last) ONE WILL	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019	_X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
(Street) 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)		quired, Disposed of, or Beneficially Owned		
1 Title of	2 Transaction	Date 24 Dec	emed 3 4 Securities Acquired	5 Amount of 6 Ownership 7 Nature of		

							,	,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securition(A) or Dis	•		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)		Owned	Indirect (I)	Ownership
			,	,	ĺ		Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D) I	Price	(Instr. 3 and 4)		
Commo Stock	on 02/19/2019		A	94,821	A \$	\$ 0	588,101	D	
Commo Stock	on						34,264	I	By Trust

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Units (1)	\$ 0	02/19/2019		A	134,817	02/19/2022	02/19/2022	Common Stock	134,8
Restricted Stock Units (2)	\$ 0	02/19/2019		A	85,103	02/19/2022	02/19/2022	Common Stock	85,10
Restricted Stock Units (2)	\$ 0	02/19/2019		A	85,103	02/19/2023	02/19/2023	Common Stock	85,10

Reporting Owners

Reporting Owner Name / Address	Relationships						
rg	Director	10% Owner	Officer	Other			
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	X		President & CEO				

Signatures

Cher S. Lawrence, Attorney-in-Fact

**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).
- Vesting is subject to applicable grant agreement and Compensation and Management Development Committee certification that the (1) Company has met the applicable three year performance measures of return on capital employed and total shareholder return, each weighted at 50%. The payout will range from 0 percent to 200 percent of the awarded number of units.
- Vesting is subject to applicable grant agreement and Compensation and Management Development Committee certification that the

 Company has met the applicable three year performance measure of Adjusted EPS. Any earned units based on approved performance results will generally distribute 50% on the third anniversary of the grant date and 50% on the fourth anniversary of the grant date. The payout will range from 0 percent to 200 percent of the awarded number of units.

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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