### Edgar Filing: BENDER JAMES J - Form 4

BENDER J.	AMES J										
Form 4											
February 09	0, 2009										
FORM	14 united	STATES	SECU	DITIES	AND FY	СПЛ	NCEC	OMMISSION		PROVAL	
		SIAILS		shington					OMB Number:	3235-0287	
Check th if no lor subject t Section Form 4 Form 5 obligatio	to 16. or Filed pu	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								Expires: January 31, 2005 Estimated average burden hours per response 0.5	
may con See Inst 1(b).	ntinue. Section 17			tility Hol	•	· ·	•				
(Print or Type	Responses)										
1. Name and A BENDER J	21 issuer i kune und i tener of i tuding					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(								Director 10% Owner _X Officer (give title Other (specify below) Sr. Vice President & GC			
TULSA, O	(Street) K 74172			endment, D onth/Day/Yea	-	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)									
(eny)	(blace)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Indirec Form: Benefi Direct (D) Owner or Indirect (Instr. (I) ) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/29/2008			J <u>(1)</u>	170	А	\$ 13.4507	, 20,170	D		
Common Stock (2)	02/05/2009			М	20,000	А	\$ 14.98	40,170	D		
Common Stock (2)	02/05/2009			F	6,608	D	\$ 14.98	33,562	D		

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

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#### number.

# 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)	Securities		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
Restricted Stock Units (3)	\$ 14.98	02/05/2009		М		20,000	02/05/2009	02/05/2009	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
1	Director	10% Owner	Officer	Other	
BENDER JAMES J ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice President & GC		
Signatures					
Cher S. Lawrence, Attorney-in-	02/09/2009				

**\*\***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 acquired from dividend reinvestment on common stock for a dividend paid on December 29, 2008.

Payout of Restricted Stock Units (formerly referred to as Deferred Stock) in transaction exempt under Rules 16b-3(d) and 16b-6(b) of
(2) 20000 shares of common stock awarded under The Williams Companies, Inc. 2002 Incentive Plan of which 6608 shares were withheld for taxes.

Vesting subject to applicable grant agreement and compensation committee certification that the Company has met the three year

(3) performance measure. The specific performance measure will be an improvement in the Company's Economic Value Added over the three year period.

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.

Bender