Miller Rory Lee Form 4 February 24, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

Form 4 or

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

(Print or Type Responses)

OMB APPROVAL

OMB Number:

3235-0287

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Name and Address of Reporting Person Miller Rory Lee	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	WILLIAMS COMPANIES INC [WMB]			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify below) below)		
ONE WILLIAMS CENTER	02/23/2012	Sr. Vice President - Midstream 6. Individual or Joint/Group Filing(Check		
(Street)	4. If Amendment, Date Original			
	Filed(Month/Day/Year)	Applicable Line)		
TULSA, OK 74172		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	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 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock (1)	02/23/2012		Code V	Amount 14,185	(A) or (D)	Price \$ 29.06	Transaction(s) (Instr. 3 and 4) 44,684	D	
Common Stock	02/23/2012		F	4,566	D	\$ 29.06	40,118	D	
Common Stock (1)	02/23/2012		M	12,686	A	\$ 29.06	52,804	D	
Common Stock	02/23/2012		F	4,022	D	\$ 29.06	48,782	D	

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

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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 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units (2)	\$ 0	02/23/2012		A	6,256		02/23/2012	02/23/2012	Common Stock	6,2
Restricted Stock Units (1)	\$ 0	02/23/2012		M		14,185	02/23/2012	02/23/2012	Common Stock	14,
Restricted Stock Units (1)	\$ 0	02/23/2012		M		12,686	02/23/2012	02/23/2012	Common Stock	12,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Rory Lee

ONE WILLIAMS CENTER Sr. Vice President - Midstream

TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller
02/24/2012

**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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.
- (2) Represents restricted stock units acquired pursuant to the 2009 performance-based RSU grant agreement resulting from the performance of defined relative and absolute Total Shareholder Return ("TSR") metrics, as certified by the compensation committee.

Reporting Owners 2

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