Pace Fred E. Form 3 January 10, 2013

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

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement WILLIAMS COMPANIES INC [WMB] Pace Fred E. (Month/Day/Year) 01/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ONE WILLIAMS CENTER (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person TULSA, OKÂ 74172 (give title below) (specify below) Form filed by More than One Senior Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 0 D Â Common Stock Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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					Shares		(I) (Instr. 5)	
_	tock Options (Right to	02/27/2013	02/27/2022	Common Stock	4,378	\$ 29.11	D	Â
_	tock Options (Right to	02/27/2014	02/27/2022	Common Stock	4,378	\$ 29.11	D	Â
_	tock Options (Right to	02/27/2015	02/27/2022	Common Stock	4,378	\$ 29.11	D	Â
F	estricted Stock Units	02/27/2015	(1)	Common Stock	5,060	\$ 0	D	Â
F	estricted Stock Units	02/01/2014	(2)	Common Stock	9,488	\$ 0	D	Â
F	estricted Stock Units	02/24/2014	(2)	Common Stock	3,231	\$ 0	D	Â
F	Lestricted Stock Units	02/27/2015	(2)	Common Stock	4,522	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Pace Fred E. ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Senior Vice President	Â			

Signatures

Cher S. Lawrence, Attorney-in-Fact for Fred E. Pace 01/10/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 committee certification that the Company has met the three year

 (1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.
- (2) Represents the right of the reporting person to receive Common Stock under the terms of The Williams Companies, Inc. 2007 Incentive Plan at the end of a deferral period in transactions exempt under Rule 16b-3(d)(1).

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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