ARMSTRONG ALAN S

Form 4

February 26, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

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... 0.5

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ARMSTRONG ALAN S			2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) ONE WILLIAMS CENTER (Street)			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
			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		
TULSA, OK 7	4172			Form filed by More than One Reporting Person		

	(City)	(State)	(Zip) Tabl	e I - Non-D	erivative s	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
Sec	itle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (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)
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
	ommon ock <u>(1)</u>	02/23/2013		M	69,031	A	\$0	124,796	D	
	ommon ock	02/23/2013		F	28,211	D	\$ 33.57	96,585	D	
	ommon ock (1)	02/23/2013		M	36,672		\$ 0	133,257	D	
	mmon ock	02/23/2013		F	17,310	D	\$ 33.57	115,947	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units (2)	\$ 0	02/23/2013		A	32,359		02/23/2013	02/23/2013	Common Stock	32
Restricted Stock Units (1)	\$ 0	02/23/2013		M		69,031	02/23/2013	02/23/2013	Common Stock	69
Restricted Stock Units (1)	\$ 0	02/23/2013		M		36,672	02/23/2013	02/23/2013	Common Stock	36
Restricted Stock Units	\$ 0	02/25/2013		A	35,374		02/25/2016	02/25/2016	Common Stock	35
Restricted Stock Units (3)	\$ 0	02/25/2013		A	88,469		02/25/2016	02/25/2016	Common Stock	88
Employee Options (Right to Buy)	\$ 0	02/25/2013		A	49,181		02/25/2014	02/25/2023	Common Stock	49
Employee Options (Right to Buy)	\$ 0	02/25/2013		A	49,182		02/25/2015	02/25/2023	Common Stock	49
Employee Options (Right to Buy)	\$ 0	02/25/2013		A	49,182		02/25/2016	02/25/2023	Common Stock	49

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ARMSTRONG ALAN S
ONE WILLIAMS CENTER X President & CEO
TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Alan S.
Armstrong
02/26/2013

**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).
- Payout of Restricted Stock Units, in a transaction exempt under Rules 16-3(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 2010 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.
- Vesting is 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 based on total shareholder return with absolute and relative dependent measures.

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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