

WILLIAMS COMPANIES INC
Form 4
May 02, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Rory Lee

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)
05/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

TULSA, OK 74172

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/01/2014 | | M | V | 5,617 A \$ 17.65 | D | |
| Common Stock | 05/01/2014 | | S ⁽¹⁾ | | 2,400 D \$ 43.02 | D | |
| Common Stock | 05/01/2014 | | S ⁽¹⁾ | | 3,217 D \$ 43.04 | D | |
| Common Stock | 05/01/2014 | | M | | 5,445 A \$ 23.04 | D | |
| Common Stock | 05/01/2014 | | S ⁽¹⁾ | | 2,400 D \$ 43.02 | D | |

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Common Stock 05/01/2014 S⁽¹⁾ 3,045 D \$ 43.04 58,198.512 D

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

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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. Transaction Code (Instr. 8) | 5. Number of 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Option (Right to Buy) | \$ 17.65 | 05/01/2014 | | M | 1,872 | 03/03/2008 03/03/2016 | Common Stock | 1,872 |
| Employee Option (Right to Buy) | \$ 17.65 | 05/01/2014 | | M | 3,745 | 03/03/2009 03/03/2016 | Common Stock | 3,745 |
| Employee Option (Right to Buy) | \$ 23.04 | 05/01/2014 | | M | 1,814 | 02/26/2009 02/26/2017 | Common Stock | 1,814 |
| Employee Option (Right to Buy) | \$ 23.04 | 05/01/2014 | | M | 3,631 | 02/26/2010 02/26/2017 | Common Stock | 3,631 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Sr. Vice President | |

Miller Rory Lee
ONE WILLIAMS CENTER
TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller

05/02/2014

__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 sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on June 12, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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