

WILLIAMS COMPANIES INC
Form 4
February 26, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
Rainey Craig L

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)
02/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

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) Code V Amount Price			
Common Stock ⁽¹⁾	02/24/2014		M	7,931 A \$ 0	39,369	D	
Common Stock	02/24/2014		F	2,614 D \$ 41.77	36,755	D	
Common Stock ⁽¹⁾	02/24/2014		M	6,960 A \$ 0	43,715	D	
Common Stock	02/24/2014		F	2,136 D \$ 41.77	41,579	D	

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units ⁽²⁾	\$ 0	02/24/2014		A		3,582		02/24/2014	02/24/2014	Common Stock	3,582
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2013		M		7,931		02/24/2014	02/24/2014	Common Stock	7,931
Restricted Stock Units ⁽¹⁾	\$ 0	02/24/2014		M		6,960		02/24/2014	02/24/2014	Common Stock	6,960
Restricted Stock Units ⁽³⁾	\$ 0	02/24/2014		A		10,946		02/24/2017	02/24/2017	Common Stock	10,946
Restricted Stock Units	\$ 0	02/24/2014		A		7,541		02/24/2017	02/24/2017	Common Stock	7,541
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		7,604		02/24/2015	02/24/2024	Common Stock	7,604
Employee Options (Right to Buy)	\$ 41.77	02/24/2014		A		7,605		02/24/2016	02/24/2024	Common Stock	7,605
Employee Option (Right to Buy)	\$ 41.77	02/24/2014		A		7,605		02/24/2017	02/24/2024	Common Stock	7,605

