

WILLIAMS COMPANIES INC
Form S-3MEF
June 07, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 7, 2001
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE WILLIAMS COMPANIES, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

73-0569878
(I.R.S. Employer
Identification Number)

ONE WILLIAMS CENTER
TULSA, OKLAHOMA 74172
(918) 573-2000
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

WILLIAM G. VON GLAHN, ESQ.
SENIOR VICE PRESIDENT AND GENERAL
COUNSEL
THE WILLIAMS COMPANIES, INC.
ONE WILLIAMS CENTER
TULSA, OKLAHOMA 74172
(918) 573-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPY TO:
MARLENE ALVA, ESQ.
DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NY 10017
(212) 450-4000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time
to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following

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box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-39800

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (2)	PROPOSED AGGREGATE OFFERING PRICE
Debt Securities.....	\$ 75,943,750	100%	\$ 75,943,750

- (1) If any Debt Securities are issued at an original issue discount, the amount to be registered shall be deemed to be such higher principal amount as may be sold for an initial public offering price of up to \$ 75,943,750.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a), and exclusive of accrued interest, if any.

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INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3

This Registration Statement hereby incorporates by reference in its entirety the Registrant's Registration Statement on Form S-3 (File No. 333-39800), as amended by Post-Effective Amendment No. 1 thereto, including the documents incorporated by reference therein. Such Registration Statement, as amended, was declared effective on December 5, 2000.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma, on the 7th day of June, 2001.

THE WILLIAMS COMPANIES, INC.
(Registrant)

By: /s/ SUZANNE H. COSTIN

Suzanne H. Costin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----
/s/ KEITH E. BAILEY ----- Keith E. Bailey*	Chairman of the Board, President and Chief Executive Officer (principal executive officer)
/s/ JACK D. MCCARTHY ----- Jack D. McCarthy*	Senior Vice President (principal financial officer)
/s/ GARY R. BELITZ ----- Gary R. Belitz*	Controller (principal accounting officer)
/s/ HUGH M. CHAPMAN ----- Hugh M. Chapman*	Director
/s/ GLENN A. COX ----- Glenn A. Cox*	Director
/s/ THOMAS H. CRUIKSHANK -----	Director

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Thomas H. Cruikshank*

/s/ WILLIAM E. GREEN

William E. Green*

Director

/s/ W.R. HOWELL

W.R. Howell*

Director

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SIGNATURE

TITLE

/s/ JAMES C. LEWIS

James C. Lewis*

Director

/s/ CHARLES M. LILLIS

Charles M. Lillis*

Director

/s/ GEORGE A. LORCH

George A. Lorch*

Director

/s/ FRANK T. MACINNIS

Frank T. MacInnis*

Director

/s/ GORDON R. PARKER

Gordon R. Parker*

Director

/s/ JANICE D. STONEY

Janice D. Stoney*

Director

/s/ JOSEPH H. WILLIAMS

Joseph H. Williams*

Director

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*By: /s/ SUZANNE H. COSTIN

Suzanne H. Costin*
Attorney-in-Fact

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
5	Opinion and consent of counsel of Williams.
23	Consent of Ernst & Young LLP.
24.1	Power of Attorney
24.2	Board Resolutions

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