

Williams Partners L.P.  
Form 8-K  
July 23, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): July 23, 2012**

**Williams Partners L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-32599**  
(Commission  
File Number)

**20-2485124**  
(IRS Employer  
Identification No.)

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**One Williams Center**

**Tulsa, Oklahoma**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (918) 573-2000**

**74172-0172**  
(Zip Code)

**NOT APPLICABLE**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On July 23, 2012, Williams Partners L.P. (the Partnership ) issued a press release containing guidance information and some preliminary estimates of financial results for the quarter ended June 30, 2012. A copy of the press release and accompanying reconciliation schedules are furnished herewith as Exhibit 99.1 and are incorporated herein in their entirety by reference.

The press release and accompanying reconciliation schedules are being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. The information furnished is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(a) None

(b) None

(c) None

(d) **Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press release of the Partnership dated July 23, 2012 and accompanying schedules.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLIAMS PARTNERS L.P.

By: Williams Partners GP LLC,

its General Partner

Date: July 23, 2012

By: /s/ Donald R. Chappel  
Donald R. Chappel  
Chief Financial Officer

**INDEX TO EXHIBITS**

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