

WILLIAMS COMPANIES INC

Form 4

March 05, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Perilloux Brian 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)
2800 POST OAK BLVD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

HOUSTON, TX 77056

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
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/03/2015		M		3,198	A	\$ 17.28	32,296 D
Common Stock	03/03/2015		M		16,907	A	\$ 24.21	49,203 D
Common Stock	03/03/2015		S ⁽¹⁾		20,105	D	\$ 48.93	29,098 D
Common Stock	03/03/2015		G	V	1,700	D	\$ 0	27,398 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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Options (Right to Buy)	\$ 24.21	03/03/2015		M		5,635		02/24/2012	02/24/2021	Common Units	5,635
Employee Options (Right to Buy)	\$ 24.21	03/03/2015		M		5,636		02/24/2013	02/24/2021	Common Units	5,636
Employee Options (Right to Buy)	\$ 24.21	03/03/2015		M		5,636		02/24/2014	02/24/2021	Common Units	5,636
Employee Options (Right to Buy)	\$ 17.28	03/03/2015		M		1,066		02/23/2010	02/23/2020	Common Units	1,066
Employee Options (Right to Buy)	\$ 17.28	03/03/2015		M		1,066		02/23/2011	02/23/2020	Common Units	1,066
Employee Options (Right to Buy)	\$ 17.28	03/03/2015		M		1,066		02/23/2012	02/23/2020	Common Units	1,066

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perilloux Brian L. 2800 POST OAK BLVD HOUSTON, TX 77056			Senior Vice President	

Signatures

William H. Gault, Attorney-in-fact for Brian Perilloux	03/05/2015
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____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).

This transaction was executed in multiple trades at prices ranging from \$48.85 - \$49.01. The price reported reflects the weighted average (1) sale price. The reporting person hereby undertakes to prove upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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