

Williams Partners L.P.  
Form SC 13G/A  
February 03, 2010  
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TEXT

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Amendment # 3

Name of Issuer: WILLIAMS PARTNERS LP

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Title of Class  
of Securities: Common Stock

CUSIP Number: 96950F104

1) NAME AND I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Prudential Financial, Inc. 22-3703799

2.) MEMBER OF A GROUP: (a) N/A  
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5) Sole Voting Power: Not Applicable  
6) Shared Voting Power: Not Applicable  
7) Sole Dispositive Power: Not Applicable  
8) Shared Dispositive Power: Not Applicable

9) AGGREGATE AMOUNT BENEFICIALLY OWNED:  
Not Applicable

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
Not Applicable

12) TYPE OF REPORTING PERSON: HC

ITEM 1(a). NAME OF ISSUER:

WILLIAMS PARTNERS LP

ITEM 1(b). ADDRESS OF ISSUER'S EXECUTIVE OFFICES:

WILLIAMS PARTNERS LP One Williams Center Tulsa, OK 74172

ITEM 2(a). NAME OF PERSON FILING:

Prudential Financial, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

751 Broad Street  
Newark, New Jersey 07102-3777

ITEM 2(c). CITIZENSHIP:

New Jersey

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

96950F104

ITEM 3. The Person filing this statement is a Parent Holding Company as defined in Section 240.13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934.

ITEM 4. OWNERSHIP:

(a) Number of Shares  
Beneficially Owned: Not Applicable

(b) Percent of Class:

| (c) Powers<br>-----                           | No. Of Shares<br>----- |
|---|------------------------|
| Sole power to vote or<br>to direct the vote   | Not Applicable         |
| Shared power to vote or<br>to direct the vote | Not Applicable         |
| Sole power to dispose or                      | Not Applicable         |

to direct disposition

Shared power to dispose      Not Applicable  
or to direct disposition

**ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:**

Prudential Financial, Inc. through its beneficial ownership of the Item 7 listed entities has ceased to be deemed the beneficial owner of more than 5% of the outstanding Common Stock of this issuer.

**ITEM 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:**

Not Applicable

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE ULTIMATE PARENT COMPANY:**

See Exhibit A

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable

**ITEM 10. CERTIFICATION:**

By signing below, Prudential Financial, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Prudential Financial, Inc. certifies that the information set forth in this statement is true, complete and correct.

PRUDENTIAL FINANCIAL, INC.

By: Richard Baker  
Second Vice President

Date: 02/03/2010  
As of: 12/31/2009

Exhibit A  
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ITEM 6. OWNERSHIP:

ITEM 7. IDENTIFICATION/CLASSIFICATION:

Prudential Financial, Inc. is a Parent Holding Company and the direct or indirect parent of the following Registered Investment Advisers and Broker Dealers:

|   |              |
|---|--------------|
| <b>The Prudential Insurance Company of America</b>        | <b>IC,IA</b> |
| <b>Prudential Investment Management, Inc.</b>             | <b>IA</b>    |
| <b>Jennison Associates LLC</b>                            | <b>IA</b>    |
| <b>Prudential Bache Asset Management, Inc.</b>            | <b>IA</b>    |
| <b>Prudential Investments LLC</b>                         | <b>IA</b>    |
| <b>Prudential Private Placement Investors, L.P.</b>       | <b>IA,PN</b> |
| <b>Pruco Securities, LLC</b>                              | <b>IA,BD</b> |
| <b>Prudential Investment Management Services LLC</b>      | <b>BD</b>    |
| <b>AST Investment Services, Inc.</b>                      | <b>IA</b>    |
| <b>Prudential Annuities Distributors, Inc.</b>            | <b>BD</b>    |
| <b>Quantitative Management Associates LLC</b>             | <b>IA</b>    |
| <b>Prudential International Investments Advisers, LLC</b> | <b>IA</b>    |
| <b>Global Portfolio Strategies, Inc.</b>                  | <b>IA</b>    |
| <b>Prudential Bache Securities, LLC</b>                   | <b>BD</b>    |
| <b>Prudential Bache Commodities, LLC</b>                  | <b>BD</b>    |