

WILLIAMS COMPANIES INC
 Form 3
 August 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| WILLIAMS COMPANIES INC | | | (Month/Day/Year) | Williams Partners L.P. [WPZ] | |
| (Last) | (First) | (Middle) | 08/11/2005 | | |
| ONE WILLIAMS CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| TULSA, OK 74172 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Units representing limited partnership interests | 0 ⁽¹⁾ | I | See footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172 | ^ | ^ X | ^ | ^ |
| Williams Energy Services, LLC ONE WILLIAMS CENTER TULSA, OK 74172 | ^ | ^ X | ^ | ^ |
| Williams Partners Holdings LLC ONE WILLIAMS CENTER TULSA, OK 74172 | ^ | ^ X | ^ | ^ |
| Williams Partners GP LLC ONE WILLIAMS CENTER TULSA, OK 74172 | ^ | ^ | ^ | General Partner |

Signatures

/s/ Brian K. Shore 08/11/2005

**Signature of Reporting Person Date

Brian K. Shore 08/11/2005

**Signature of Reporting Person Date

Brian K. Shore 08/11/2005

**Signature of Reporting Person Date

Brian K. Shore 08/11/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- As of August 11, 2005, The Williams Companies, Inc. ("TWC") directly owns 100% of Williams Energy Services, LLC ("WES"), which owns a 98% limited partner interest in the Issuer. Accordingly, TWC is the indirect beneficial owner of the 98% limited partner interest in
- (1) the Issuer. At the closing of the Issuer's initial public offering of common units ("Common Units") representing limited partner interests in the Issuer (the "Offering"), WES's 98% limited partner interest in the Issuer will be reduced as a result of the dilutive effect of the Offering and the transactions to occur concurrently with the closing of the Offering.
 - (2) As of 8/11/2005, TWC directly or indirectly owns 100% of each of WES, Williams Energy, L.L.C. ("WE"), Williams Discovery Pipeline LLC ("Williams Pipeline"), Williams Midstream Natural Gas Liquids, Inc. ("WMNGL"), Williams Natural Gas Liquids, Inc. ("WNGL"),

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MAPCO Inc. ("MAPCO"), Espagas USA, Inc. ("Espagas") and Williams Partners Holdings LLC ("Holdings"). As of 8/11/2005, WMNGL is the sole member of Holdings. At the closing of the Offering, each of Espagas, MAPCO, WNGL and WMNGL will contribute certain assets to Holdings in exchange for membership interests in Holdings. At the closing of the Offering, Holdings will contribute certain assets to the Issuer in exchange for (i) 728,829 Common Units and (ii) 2,550,900 subordinated units representing limited partner interests in the Issuer ("Subordinated Units"). TWC will indirectly beneficially own the Common Units and Subordinated Units that will be directly beneficially owned by Holdings.

- At the closing of the Offering, each of WES, WE, Williams Pipeline and Williams Partners GP LLC ("GP LLC") will contribute certain assets to the Issuer in exchange therefor (i) WES will receive 261,565 Common Units and 1,159,128 Subordinated Units, (ii) WE will receive 678,427 Common Units and 2,374,494 Subordinated Units, (iii) Williams Pipeline will receive 331,179 Common Units and 1,159,128 Subordinated Units, and (iv) GP LLC will continue its 2% general partner interest in the Issuer and receive certain incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions, in the Issuer. TWC and WES will indirectly beneficially own (i) the Common Units and Subordinated Units that each of WE and Williams Pipeline will directly beneficially own and (ii) the IDRs and the general partner interest in the Issuer to be held by GP LLC.
- (3) As of August 11, 2005, WES is the sole member of GP LLC, which owns a 2% general partner interest in the Issuer. TWC and WES are indirect beneficial owners of the 2% general partner interest in the Issuer.
- (5) As of August 11, 2005, none of WE, Williams Pipeline, WMNGL, WNGL, MAPCO, Holdings or Espagas beneficially own any reported securities of the Issuer.

^

Remarks:

Exhibit List:

^ ^ ^ Exhibit 99 - Joint Filer Information

Exhibit 99

Joint Filer Information

Name: Williams Energy Services, LLC

Address: One Williams Center

^ ^ ^ Tulsa, OK 74172

Issuer & Ticker Symbol: Williams Partners L.P. (WPZ)

Date of Event Requiring Statement: 08/11/2005

Signature: /s/ Brian K. Shore

Secretary

Name: Williams Partners Holdings LLC

Address: One Williams Center

^ ^ ^ Tulsa, OK 74172

Issuer & Ticker Symbol: Williams Partners L.P. (WPZ)

Date of Event Requiring Statement: 08/11/2005

Signature: /s/ Brian K. Shore

Secretary

Name: Williams Partners GP LLC

Address: One Williams Center

^ ^ ^ Tulsa, OK 74172

Issuer & Ticker Symbol: Williams Partners L.P. (WPZ)

Date of Event Requiring Statement: 08/11/2005

Signature: /s/ Brian K. Shore

Secretary

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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