

WILLIAMS COMPANIES INC

Form 4

February 25, 2015

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dearborn John R. JR2. 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)

ONE WILLIAMS CENTER

(Street)3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2015____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP - NGL & Petchem Services

TULSA, OK 74172

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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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number.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(1)</u>	\$ 0	02/23/2015	A		12,817		02/23/2018	02/23/2018	Common Stock	12,817
Restricted Stock Units	\$ 0	02/23/2015	A		8,545		02/23/2018	02/23/2018	Common Stock	8,545
Employee Options (Right to Buy)	\$ 49.15	02/23/2015	A		10,655		02/23/2016	02/23/2025	Common Stock	10,655
Employee Options (Right to Buy)	\$ 49.15	02/23/2015	A		10,656		02/23/2017	02/23/2025	Common Stock	10,656
Employee Options (Right to Buy)	\$ 49.15	02/23/2015	A		10,656		02/23/2018	02/23/2025	Common Stock	10,656

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dearborn John R. JR ONE WILLIAMS CENTER TULSA, OK 74172			SVP - NGL & Petchem Services	

Signatures

Cher S. Lawrence, Attorney-in-Fact for John R.
Dearborn, Jr. 02/25/2015

__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).

(1) Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure of defined relative and absolute total shareholder return.

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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