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WILLIAMS COMPANIES INC
Form 8-A12B
January 08, 2002

FORM 8-A

Securities and Exchange Commission
Washington, D.C. 20549

For registration of certain classes of securities
pursuant to section 12(b) or (g) of the

Securities Exchange Act of 1934

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

73-0569878

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

One Williams Center Tulsa, Oklahoma

74172

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Income PACS

Name of each exchange on which
each class is to be registered
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant
to Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant
to Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

Securities Act registration statement file number to which this form
relates: 333-73326 (if applicable).

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Registrant's Income PACS (the "Income
PACS") to be registered hereunder is incorporated herein by reference to
the description included under the caption "Description of the FELINE PACS,"
"Description of Purchase Contracts," "Description of the Purchase Contract
and the Pledge Agreement," and "Description of the Notes," in the Preliminary
Prospectus Supplement, dated January 4, 2002, to the Prospectus dated

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December 27, 2001, included as a part of the Registration Statement on Form S-3 of The Williams Companies, Inc. (Registration No. 333-73326) (as the same may be amended from time to time, the "Registration Statement"). For purposes of such description, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which purports to describe the Income PACS shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

1. Registration Statement on Form S-3 (Registration No. 333-73326) filed with the Securities and Exchange Commission on November 14, 2001 by The Williams Companies, Inc., as amended (the "Registration Statement") is incorporated herein by reference.
2. Indenture to be used in connection with the issuance of the Notes which are a component of the Income PACS (incorporated by reference to Exhibit 4.1 to the Registration Statement).
3. Form of Second Supplemental Indenture to be used in connection with the issuance of the Notes which are a component of the Income PACS.
4. Form of Note (included in Exhibit 3).
5. Form of Purchase Contract Agreement between The Williams Companies, Inc. and JPMorgan Chase Bank, as Purchase Contract Agent.
6. Form of Income PACS Certificate (included in Exhibit 5).
7. Form of Pledge Agreement among The Williams Companies, Inc., JPMorgan Chase Bank, as Collateral Agent, and JPMorgan Chase Bank, as Purchase Contract Agent.
8. Form of Remarketing Agreement among The Williams Companies, Inc., JPMorgan Chase Bank, as Purchase Contract Agent, and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Remarketing Agent.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE WILLIAMS COMPANIES, INC.

Date: January 8, 2002

By: /s/ Suzanne H. Costin

Suzanne H. Costin

Title: Secretary