Ewing Robyn L Form 4 March 02, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

See Instruction 50(11) of the investme 1(b).

(Print or Type Responses)

1. Name and Ade Ewing Robyn	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			WILLIAMS COMPANIES INC [WMB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
ONE WILLIAMS CENTER			(Month/Day/Year) 02/26/2010	_X_ Officer (give title Other (specify below) Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting

TULSA, OK 74172

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly 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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	02/26/2010		M	4,005	A	\$ 21.54	14,237	D	
Common Stock	02/26/2010		F	1,399	D	\$ 21.54	12,838	D	
Common Stock							7,560	I	By employee stock plan

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

Persons who respond to the collection of information contained in this form are not (9-02)

Person

Edgar Filing: Ewing Robyn L - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Restricted Stock Units (1)	\$ 0	02/26/2010		M		4,005	02/26/2010	02/26/2010	Common Stock	4,005
Restricted Stock Units (3)	\$ 0	02/26/2010		J		5,339	02/26/2010	02/26/2010	Common Stock	5,339

Reporting Owners

Reporting Owner Name / Addres	Relationships

Director 10% Owner Officer Other

Ewing Robyn L

ONE WILLIAMS CENTER Senior Vice President

TULSA, OK 74172

Signatures

Cher S. Lawrence, Attorney-in-Fact for Robyn L.
Ewing
03/02/2010

**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).
- Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.
- (2) Represents total shares of the Company's common stock held in The Investment Plus Plan.
- (3) The performance-based Restricted Stock Units grant was cancelled since vesting was subject to the applicable grant agreement and compensation committee certification that the Company met the three year performance measure. The specific performance

Reporting Owners 2

Edgar Filing: Ewing Robyn L - Form 4

measure was based on a improvement in the Company's Economic Value Added over the three year period and such measure was not met

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. > Title: Authorized Signatory

INVERSIONES TELEFÓNICA INTERNACIONAL HOLDING LIMITADA

By: /s/ Jorge Abadía Pozuelo

Name: Jorge Abadía Pozuelo Title: Authorized Signatory

By: /s/ Ernesto López Mozo

Name: Ernesto López Mozo Title: Authorized Signatory

Table of Contents

EXHIBIT INDEX

Exhibit No. Description

Exhibit Press release issued by Telefónica, S.A., dated January 7, 2009, announcing preliminary results of the

(a)(12) Offers and acceptance of tendered Shares and ADSs.

Table of Contents 4