

Miller Rory Lee
Form 3
January 04, 2011

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 *

Â Miller Rory Lee
(Last) (First) (Middle)

ONE WILLIAMS CENTER
(Street)

TULSA,Â OKÂ 74172
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/03/2011

3. Issuer Name **and** Ticker or Trading Symbol
WILLIAMS COMPANIES INC [WMB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Sr. Vice President - Midstream

5. 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

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 Stock

28,277

D Â

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Options (Right to Buy)	Â <u>(1)</u>	06/14/2014	Common Stock	10,000	\$ 11.71	D	Â
Employee Options (Right to Buy)	Â <u>(2)</u>	02/25/2015	Common Stock	17,500	\$ 19.29	D	Â
Employee Options (Right to Buy)	Â <u>(3)</u>	03/03/2016	Common Stock	9,146	\$ 21.67	D	Â
Employee Options (Right to Buy)	Â <u>(4)</u>	02/26/2017	Common Stock	8,866	\$ 28.3	D	Â
Employee Options (Right to Buy)	Â <u>(5)</u>	02/25/2018	Common Stock	8,554	\$ 36.5	D	Â
Employee Options (Right to Buy)	Â <u>(6)</u>	02/23/2019	Common Stock	16,431	\$ 10.86	D	Â
Employee Options (Right to Buy)	Â <u>(7)</u>	02/23/2020	Common Stock	11,203	\$ 21.22	D	Â
Restricted Stock Units <u>(8)</u>	02/25/2011	02/25/2011	Common Stock	3,355	\$ <u>(9)</u>	D	Â
Restricted Stock Units	02/25/2011	02/25/2011	Common Stock	4,473	\$ <u>(9)</u>	D	Â
Restricted Stock Units <u>(8)</u>	02/23/2012	02/23/2012	Common Stock	6,455	\$ <u>(9)</u>	D	Â
Restricted Stock Units	02/23/2012	02/23/2012	Common Stock	10,328	\$ <u>(9)</u>	D	Â
Restricted Stock Units <u>(8)</u>	02/23/2013	02/23/2013	Common Stock	4,144	\$ <u>(9)</u>	D	Â
Restricted Stock Units	02/23/2013	02/23/2013	Common Stock	6,631	\$ <u>(9)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Rory Lee ONE WILLIAMS CENTER TULSA,Â OKÂ 74172	Â	Â	Â Sr. Vice President - Midstream	Â

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L.
Miller

01/04/2011

__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).

(1) 3,333 vested 6/14/2005, 3333 vested 6/14/2006, and 3,334 vested 6/14/2007.

(2) 5,833 vested 2/25/2006, 5,833 vested 2/25/2007, and 5,834 vested 2/25/2008.

(3) 3,048 vested 3/3/2007, 3,049 vested 3/3/2008, and 3,049 vested 3/3/2009.

(4) 2,955 vested 2/26/2008, 2,955 vested 2/26/2009, and 2,956 vested 2/26/2010.

(5) 2,851 vested 2/25/2009, 2,851 vested 2/25/2010, and 2,852 will vest 2/25/2011.

(6) 5,477 vested 2/23/2010, 5,477 will vest 2/23/2011, and 5,477 will vest 2/23/2012.

(7) 3,734 will vest on 2/23/2011, 3,734 will vest on 2/23/2012, and 3,735 will vest on 2/23/2013.

(8) Vesting is subject to applicable grant agreement and compensation committee certification that the Company met the three year performance measure. The specific performance measure is based on an improvement in the Company's Economic Value Added over the three year period.

(9) 1-for-1

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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