Edgar Filing: WILLIAMS COMPANIES INC - Form 4

WILLIAMS Form 4 February 09,	COMPANIES	INC									
Check this box			S SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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							0.0				
WRIGHT PHILLIP D Sym				r Name and AMS COI			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ONE WILLIAMS CENTER			3. Date of Earliest Transaction(Month/Day/Year)02/07/2005					Director 10% Owner X Officer (give title Other (specify below) below) Sr. Vice President			
				ndment, Da nth/Day/Year	-	l		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)	Tabl	e I - Non-E	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	02/07/2005			Code V M	Amount 11,667	or (D) A	Price \$ 17.24	(Instr. 3 and 4) 50,861	D		
Common Stock (1)	02/07/2005			F	3,227	D	\$ 17.24	47,634	D		

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

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 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities 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
Deferred Stock (1)	\$ 17.24	02/07/2005		М]	11,667	02/07/2005	02/07/2005	Common Stock	11,667

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
WRIGHT PHILLIP D ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice Pre	esident				
Signatures								
Cher S. Lawrence, Attorney-in- Wright	02/09/2005							
<u>**</u> Signature of Reportin	g Person			Date				
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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) Payout of a Deferred Stock Award in transaction excempt under Rules 16b-3(d) and 16b-6(b) of 11,667 shares of common stock awarded under The Williams Companies, Inc. 2002 Incentive Plan of which 3,227 shares were withheld for taxes.

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.