

WILLIAMS COMPANIES INC
Form 4
July 01, 2011

FORM 4

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

OMB APPROVAL

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Check this box 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 *
WILLIAMS COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
APCO OIL & GAS INTERNATIONAL INC [APAGF]

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)
06/30/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

TULSA, OK 74172

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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)
				(A) or (D) Price			
Ordinary Shares	06/30/2011		J ⁽¹⁾	20,301,592 D <u>1</u>	0	I	See footnote <u>(2)</u>

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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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
Class A Shares	(3)	06/30/2011		J(1)	20,301,592		(3)	(4)	Ordinary shares	20,301,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172		X		
Williams Global Energy (Cayman) Ltd UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, E9 KY1-1104		X		

Signatures

La Fleur C. Browne, Corporate Secretary, The Williams Companies, Inc.	07/01/2011
__Signature of Reporting Person	Date
La Fleur C. Browne, Secretary, Williams Global Energy (Cayman) Ltd	07/01/2011
__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) Pursuant to a recapitalization of Apco Oil and Gas International Inc. (the "Company"), each ordinary share in the Company that was held by Williams Global Energy (Cayman) Limited ("Williams Global Energy") was exchanged for one Class A Share of the Company (the "Exchange"). The Exchange was made on a one-for-one basis, and no other consideration was given to or paid by Williams Global Energy in connection with the Exchange.
- (2) The Williams Companies, Inc. ("Williams") indirectly owns 100% of Williams Global Energy, and therefore indirectly beneficially owns the Class A Shares directly owned by Williams Global Energy.
- (3) Each Class A Share will automatically convert into one ordinary share of the Company in the event that neither Williams nor WPX Energy, Inc., another wholly-owned subsidiary of Williams, beneficially owns, separately or in the aggregate, directly or indirectly, at least 50 percent of the aggregate outstanding Class A Shares and ordinary shares of the Company.
- (4) The Class A Shares do not have an expiration date.

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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