

Rainey Craig L
Form 4
February 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
Rainey Craig L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

ONE WILLIAMS CENTER

(Street)

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

TULSA, OK 74172

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock ⁽¹⁾	02/23/2013		M	8,504 A \$ 0	29,227	D	
Common Stock	02/23/2013		F	2,831 D \$ 33.57	26,396	D	
Common Stock ⁽¹⁾	02/23/2013		M	7,229 A \$ 0	33,625	D	
Common Stock	02/23/2013		F	2,187 D \$ 33.57	31,438	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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units ⁽²⁾	\$ 0	02/23/2013		A	3,986			02/23/2013	02/23/2013	Common Stock	3,986
Restricted Stock Units ⁽¹⁾	\$ 0	02/23/2013		M		8,504		02/23/2013	02/23/2013	Common Stock	8,504
Restricted Stock Units ⁽¹⁾	\$ 0	02/23/2013		M		7,229		02/23/2013	02/23/2013	Common Stock	7,229
Restricted Stock Units	\$ 0	02/25/2013		A	10,426			02/25/2016	02/25/2016	Common Stock	10,426
Restricted Stock Units ⁽³⁾	\$ 0	02/25/2013		A	15,239			02/25/2016	02/25/2016	Common Stock	15,239
Employee Options (Right to Buy)	\$ 33.57	02/25/2013		A	10,354			02/25/2014	02/25/2023	Common Stock	10,354
Employee Options (Right to Buy)	\$ 33.57	02/25/2013		A	10,354			02/25/2015	02/25/2023	Common Stock	10,354
Employee Options (Right to Buy)	\$ 33.57	02/25/2013		A	10,354			02/25/2016	02/25/2023	Common Stock	10,354

