

ARMSTRONG ALAN S
Form 4
September 16, 2005

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 *
ARMSTRONG ALAN S

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)
09/14/2005

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/14/2005		M		1,178	A	\$ 12.2216
Common Stock	09/14/2005		M		137	A	\$ 12.2216
Common Stock	09/14/2005		S		137	D	\$ 23.04
Common Stock	09/14/2005		M		2,500	A	\$ 12.2216
Common Stock	09/14/2005		S		2,500	D	\$ 23.04

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Common Stock	09/14/2005	M	2,500	A	\$ 12.2216	91,637	D
Common Stock	09/14/2005	S	2,500	D	\$ 23.04	89,137	D
Common Stock	09/14/2005	M	137	A	\$ 12.2216	89,274	D
Common Stock	09/14/2005	S	137	D	\$ 23.04	89,137	D
Common Stock	09/14/2005	M	137	D	\$ 12.2216	89,000	D
Common Stock	09/14/2005	S	137	A	\$ 23.04	89,137	D
Common Stock	09/14/2005	M	2,500	D	\$ 12.2216	86,637	D
Common Stock	09/14/2005	S	2,500	A	\$ 23.04	89,137	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Williams Stock Option	\$ 12.22	09/14/2005		M		1,178		11/24/1995	11/16/2005	Williams Cos. Inc.	1,178
Williams Stock Option	\$ 12.22	09/14/2005		M		137		11/24/1995	11/16/2005	Williams Cos. Inc.	137
Williams Stock Option	\$ 12.22	09/14/2005		M		2,500		11/24/1995	11/16/2005	Williams Cos. Inc.	2,500

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Williams Stock Option	\$ 12.22	09/14/2005	M	2,500	11/24/1995	11/16/2005	Williams Cos. Inc.	2,500
Williams Stock Option	\$ 12.22	09/14/2005	M	137	11/24/1995	11/16/2005	Williams Cos. Inc.	137
Williams Stock Option	\$ 12.22	09/14/2005	M	137	11/24/1995	11/16/2005	Williams Cos. Inc.	137
Williams Stock Option	\$ 12.22	09/14/2005	M	2,500	11/24/1995	11/16/2005	Williams Cos. Inc.	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice President - Midstream	

Signatures

/s/ Brian K. Shore, as Attorney-in-Fact for Alan S.
Armstrong 09/16/2005

__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).

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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