

Barnard Randall Lee
 Form 4/A
 March 12, 2012

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 *
 Barnard Randall Lee

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)
 ONE WILLIAMS CENTER
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/29/2012

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

TULSA, OK 74172
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/01/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	(A) or (D)	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)
Common Stock	02/29/2012		M	5,059	A	\$ 23.04 (1) 35,270	D	
Common Stock	02/29/2012		M	5,059	A	\$ 23.04 (1) 40,329	D	
Common Stock	02/29/2012		M	8,014	A	\$ 8.85 (1) 48,343	D	
Common Stock	02/29/2012		M	5,463	A	\$ 17.28 (1) 53,806	D	

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Common Stock	02/29/2012	M	14,496	A	\$ 24.21 <u>(1)</u>	68,302	D
Common Stock	02/29/2012	S	49,091	D	<u>(2)</u>	19,211	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	
Stock Options (Right to Buy)	\$ 23.04 <u>(1)</u>	02/29/2012		M		02/02/2009	02/26/2017	Common Stock	5,059
Options (Right to Buy)	\$ 23.04 <u>(1)</u>	02/29/2012		M		02/26/2010	02/26/2017	Common Stock	5,059
Options (Right to Buy)	\$ 8.85 <u>(1)</u>	02/29/2012		M		02/23/2010	02/23/2019	Common Stock	8,014
Options (Right to Buy)	\$ 17.28 <u>(1)</u>	02/29/2012		M		02/23/2011	02/23/2020	Common Stock	5,463
Options (Right to Buy)	\$ 24.21 <u>(1)</u>	02/29/2012		M		02/24/2012	02/24/2021	Common Stock	14,496

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Barnard Randall Lee
ONE WILLIAMS CENTER
TULSA, OK 74172

Sr. Vice President

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Randall L.
Barnard

03/12/2012

__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) This form 4A is being filed to correct the exercise prices of derivative securities exercised by reporting person on February 29, 2012.

This transaction was executed in multiple trades at prices ranging from \$29.47 - \$29.56. The price reported above reflects the weighted
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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