

WILLIAMS COMPANIES INC
Form 3
March 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Miller Sarah C. | | (Month/Day/Year) | WILLIAMS COMPANIES INC [WMB] | |
| (Last) | (First) | (Middle) | 03/05/2015 | |
| ONE WILLIAMS CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TULSA,Â OKÂ 74172 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Interim SVP & General Counsel | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,983 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | 02/25/2016 | Â (1) | Common Stock | 3,513 | \$ 0 | D | Â |
| Restricted Stock Units | 02/24/2017 | Â (1) | Common Stock | 3,094 | \$ 0 | D | Â |
| Restricted Stock Units | 02/23/2018 | Â (1) | Common Stock | 3,117 | \$ 0 | D | Â |
| Restricted Stock Units | 02/25/2016 | Â (2) | Common Stock | 3,967 | \$ 0 | D | Â |
| Restricted Stock Units | 02/24/2017 | Â (2) | Common Stock | 3,512 | \$ 0 | D | Â |
| Restricted Stock Units | 02/23/2018 | Â (2) | Common Stock | 3,697 | \$ 0 | D | Â |
| Stock Options (Right to Buy) | 02/27/2013 | 02/27/2022 | Common Stock | 4,590 | \$ 29.11 | D | Â |
| Stock Options (Right to Buy) | 02/27/2014 | 02/27/2022 | Common Stock | 4,591 | \$ 29.11 | D | Â |
| Stock Options (Right to Buy) | 02/27/2015 | 02/27/2022 | Common Stock | 4,591 | \$ 29.11 | D | Â |
| Stock Options (Right to Buy) | 02/25/2014 | 02/25/2023 | Common Stock | 3,052 | \$ 33.57 | D | Â |
| Stock Options (Right to Buy) | 02/25/2015 | 02/25/2023 | Common Stock | 3,053 | \$ 33.57 | D | Â |
| Stock Options (Right to Buy) | 02/25/2016 | 02/25/2023 | Common Stock | 3,053 | \$ 33.57 | D | Â |
| Stock Options (Right to Buy) | 02/24/2015 | 02/24/2024 | Common Stock | 2,730 | \$ 41.77 | D | Â |
| Stock Options (Right to Buy) | 02/24/2016 | 02/24/2024 | Common Stock | 2,730 | \$ 41.77 | D | Â |
| Stock Options (Right to Buy) | 02/24/2017 | 02/24/2024 | Common Stock | 2,730 | \$ 41.77 | D | Â |
| Stock Options (Right to Buy) | 02/23/2016 | 02/23/2025 | Common Stock | 3,401 | \$ 49.15 | D | Â |
| Stock Options (Right to Buy) | 02/23/2017 | 02/23/2025 | Common Stock | 3,401 | \$ 49.15 | D | Â |
| Stock Options (Right to Buy) | 02/23/2018 | 02/23/2025 | Common Stock | 3,402 | \$ 49.15 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Sarah C. ONE WILLIAMS CENTER TULSA, OK 74172 | Â | Â | Â Interim SVP & General Counsel | Â |

Signatures

Cher S. Lawrence, Attorney-in-Fact for Sarah C. Miller 03/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents the right of the reporting person to receive Common Stock under the terms of The Williams Companies, Inc. 2007 Incentive Plan at the end of a deferral period in transactions exempt under Rule 16b-3(d)(1).
Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.
- (2)

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.