

WILLIAMS COMPANIES INC
Form 3
April 01, 2008

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 Ewing Robyn L		(Month/Day/Year)	WILLIAMS COMPANIES INC [WMB]	
(Last)	(First)	04/01/2008	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE WILLIAMS CENTER				
(Street)			(Check all applicable)	
TULSA,Â OKÂ 74172			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

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	7,261	I	By Plan ⁽¹⁾

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	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Employee Options (Right to Buy)	Â (2)	02/05/2014	Common Stock	25,000	\$ 9.93	D	Â
Employee Options (Right to Buy)	Â (3)	02/25/2015	Common Stock	23,000	\$ 19.29	D	Â
Employee Options (Right to Buy)	Â (4)	03/03/2016	Common Stock	11,738	\$ 21.67	D	Â
Employee Options (Right to Buy)	Â (5)	02/26/2017	Common Stock	10,174	\$ 28.3	D	Â
Employee Options (Right to Buy)	Â (6)	02/25/2018	Common Stock	9,235	\$ 36.5	D	Â
Restricted Stock Units (7)	03/03/2009	03/03/2009	Common Stock	6,781	\$ (8)	D	Â
Restricted Stock Units	03/03/2009	03/03/2009	Common Stock	5,086	\$ (8)	D	Â
Restricted Stock Units (7)	02/26/2010	02/26/2010	Common Stock	5,339	\$ (8)	D	Â
Restricted Stock Units	02/26/2010	02/26/2010	Common Stock	4,005	\$ (8)	D	Â
Restricted Stock Units (7)	02/25/2011	02/25/2011	Common Stock	4,829	\$ (8)	D	Â
Restricted Stock Units	02/25/2011	02/25/2011	Common Stock	3,622	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewing Robyn L ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â Senior Vice President	Â

Signatures

Cher S. Lawrence, Attorney-in-Fact for Ms. Robyn L. Ewing 04/01/2008

__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 total shares of the Company's common stock held in the Investment Plus Plan.

(2) 8,333 vested 2/5/2005, 8,333 vested 2/5/2006 and 8,334 vested 2/5/2007.

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- (3) 7,666 vested 2/25/06, 7,667 vested 2/25/07 and 7,667 vested 2/25/08.
- (4) 3,912 vested 3/3/2007, 3,913 vested 3/3/2008 and 3,913 will vest 3/3/2009.
- (5) 3,391 vested 02/26/2008, 3,391 will vest 02/26/2009 and 3,392 will vest 02/26/2010.
- (6) 3,078 will vest 02/25/2009, 3,078 will vest 02/25/2010 and 3,079 will vest 02/25/2011.

Vesting subject to applicable grant agreement and compensation committee certification that the Company has met the three year

- (7) performance measure. The specific performance measure will be an improvement in the Company's Economic Value Added over the three year period.
- (8) 1-for-1

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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