### ARMSTRONG ALAN S

Form 4

February 25, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

WILLIAMS COMPANIES INC

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*

ARMSTRONG ALAN S

(First)

ONE WILLIAMS CENTER

(Street)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 02/23/2009

Symbol

[WMB]

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) Sr. Vice President - Midstream

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

**TULSA, OK 74172** 

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 10.86	02/23/2009		A	58,516	02/23/2012	02/23/2012	Common Stock	58,516
Restricted Stock Units (1)	\$ 10.86	02/23/2009		A	58,516	02/23/2012	02/23/2012	Common Stock	58,516
Restricted Stock Units (2)	\$ 10.86	02/23/2009		A	10,458	03/03/2009	03/03/2009	Common Stock	10,458
Employee Options (Right to Buy)	\$ 10.86	02/23/2009		A	29,466	02/23/2010	02/23/2019	Common Stock	29,466
Employee Options (Right to Buy)	\$ 10.86	02/23/2009		A	29,466	02/23/2011	02/23/2019	Common Stock	29,466
Employee Options (Right to Buy)	\$ 10.86	02/23/2009		A	29,466	02/23/2012	02/23/2019	Common Stock	29,466

# **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**

Cher S. Lawrence, Attorney-in-Fact for Alan S. Armstrong. 02/25/2009

\*\*Signature of Reporting Person Date

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## **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).
- Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year

  (1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.
- (2) Represents restricted stock units acquired pursuant to the 2006 performance-based grant agreement as a result of EVA attainment of 150%, as certified by the compensation committee.

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.