HILL RALPH A

Form 4

September 23, 2009

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HILL RALPH A

(Last)

Symbol

(Check all applicable)

WILLIAMS COMPANIES INC

[WMB]

3. Date of Earliest Transaction

Director _X__ Officer (give title .

10% Owner _ Other (specify

ONE WILLIAMS CENTER

(Month/Day/Year) 09/21/2009

Sr. Vice President E&P

(Middle)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

TULSA, OK 74172

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	09/21/2009		S	900	D	\$ 17.91	62,949	D	
Common Stock (1)	09/21/2009		S	1,300	D	\$ 17.92	61,649	D	
Common Stock (1)	09/21/2009		S	1,600	D	\$ 17.93	60,049	D	
Common Stock (1)	09/21/2009		S	200	D	\$ 17.935	59,849	D	
Common Stock (1)	09/21/2009		S	3,400	D	\$ 17.94	56,449	D	

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Common Stock (1)	09/21/2009	S	1,300	D	\$ 17.945	55,149	D
Common Stock (1)	09/21/2009	S	3,100	D	\$ 17.95	52,049	D
Common Stock (1)	09/21/2009	S	2,500	D	\$ 17.96	49,549	D
Common Stock (1)	09/21/2009	S	1,400	D	\$ 17.97	48,149	D
Common Stock (1)	09/21/2009	S	2,100	D	\$ 17.98	46,049	D
Common Stock (1)	09/21/2009	S	100	D	\$ 17.985	45,949	D
Common Stock (1)	09/21/2009	S	1,200	D	\$ 17.99	44,749	D
Common Stock (1)	09/21/2009	S	100	D	\$ 17.995	44,649	D
Common Stock (1)	09/21/2009	S	9,200	D	\$ 18	35,449	D
Common Stock (1)	09/21/2009	S	1,300	D	\$ 18.01	34,149	D
Common Stock (1)	09/21/2009	S	1,400	D	\$ 18.02	32,749	D
Common Stock (1)	09/21/2009	S	500	D	\$ 18.03	32,249	D
Common Stock (1)	09/21/2009	S	600	D	\$ 18.04	31,649	D
Common Stock (1)	09/21/2009	S	800	D	\$ 18.05	30,849	D
Common Stock (1)	09/21/2009	S	2,316	D	\$ 18.06	28,533	D
Common Stock (1)	09/21/2009	S	700	D	\$ 18.07	27,833	D
Common Stock (1)	09/21/2009	S	400	D	\$ 18.08	27,433	D
Common Stock (1)	09/21/2009	S	200	D	\$ 18.09	27,233	D
Common Stock (1)	09/21/2009	S	300	D	\$ 18.1	26,933	D
Common Stock (1)	09/21/2009	S	100	D	\$ 18.11	26,833	D
						27,811	I

Common Stock

By employee stock plan

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

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SEC 1474

(9-02)

Other

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172

Sr. Vice President E&P

Signatures

Cher S. Lawrence, Attorney-in-Fact for Ralph A. Hill

09/23/2009

**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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on August 19, 2009.
- (2) Represents total shares of the Company's common stock held in The Investment Plus Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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