

Ferazzi Frank J  
 Form 3  
 August 31, 2012

**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 Ferazzi Frank J                         |         | (Month/Day/Year)                     | WILLIAMS COMPANIES INC [WMB]  |   |
| (Last)                                    | (First) | (Middle)                             | 08/22/2012  |   |
| 2800 POST OAK BLVD                        |         |                                      |   | 4. Relationship of Reporting Person(s) to Issuer  |
| (Street)                                  |         |                                      |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| HOUSTON,Â TXÂ 77251                       |         |                                      |   | (Check all applicable)  |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Vice President |   |
|   |         |                                      |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 0   | D  | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)<br>(Instr. 5) |   |
|------------------------------|------------|--------------|--------------|--------|---------------|-------------------|---|
| Stock Options (Right to Buy) | 02/26/2008 | 02/26/2017   | Common Stock | 3,678  | \$ 23.04      | D                 | Â |
| Stock Options (Right to Buy) | 02/26/2009 | 02/26/2017   | Common Stock | 3,678  | \$ 23.04      | D                 | Â |
| Stock Options (Right to Buy) | 02/26/2010 | 02/26/2017   | Common Stock | 3,678  | \$ 23.04      | D                 | Â |
| Stock Options (Right to Buy) | 02/25/2009 | 02/25/2018   | Common Stock | 3,742  | \$ 29.72      | D                 | Â |
| Stock Options (Right to Buy) | 02/25/2010 | 02/25/2018   | Common Stock | 3,742  | \$ 29.72      | D                 | Â |
| Stock Options (Right to Buy) | 02/25/2011 | 02/25/2018   | Common Stock | 3,742  | \$ 29.72      | D                 | Â |
| Stock Options (Right to Buy) | 02/23/2013 | 02/23/2020   | Common Stock | 4,412  | \$ 17.28      | D                 | Â |
| Stock Options (Right to Buy) | 02/24/2012 | 02/24/2021   | Common Stock | 4,456  | \$ 24.21      | D                 | Â |
| Stock Options (Right to Buy) | 02/24/2013 | 02/24/2021   | Common Stock | 4,456  | \$ 24.21      | D                 | Â |
| Stock Options (Right to Buy) | 02/24/2014 | 02/24/2021   | Common Stock | 4,456  | \$ 24.21      | D                 | Â |
| Stock Options (Right to Buy) | 02/27/2013 | 02/27/2022   | Common Stock | 4,923  | \$ 29.11      | D                 | Â |
| Stock Options (Right to Buy) | 02/27/2014 | 02/27/2022   | Common Stock | 4,923  | \$ 29.11      | D                 | Â |
| Stock Options (Right to Buy) | 02/27/2015 | 02/27/2022   | Common Stock | 4,924  | \$ 29.11      | D                 | Â |
| Restricted Stock Units       | 02/23/2013 | Â <u>(1)</u> | Common Stock | 4,895  | \$ <u>(2)</u> | D                 | Â |
| Restricted Stock Units       | 02/24/2014 | Â <u>(1)</u> | Common Stock | 4,471  | \$ <u>(2)</u> | D                 | Â |
| Restricted Stock Units       | 02/27/2015 | Â <u>(1)</u> | Common Stock | 5,690  | \$ <u>(2)</u> | D                 | Â |
| Restricted Stock Units       | 02/23/2013 | Â <u>(3)</u> | Common Stock | 7,832  | \$ <u>(2)</u> | D                 | Â |
| Restricted Stock Units       | 02/24/2014 | Â <u>(3)</u> | Common Stock | 7,154  | \$ <u>(2)</u> | D                 | Â |
| Restricted Stock Units       | 02/27/2015 | Â <u>(3)</u> | Common Stock | 5,086  | \$ <u>(2)</u> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Ferazzi Frank J<br>2800 POST OAK BLVD<br>HOUSTON, TX 77251 | Ã             | Ã         | Ã Vice President | Ã     |

## Signatures

|  |            |
|--|------------|
| Cher S. Lawrence, Attorney-in-Fact for Frank J.<br>Ferazzi | 08/31/2012 |
| **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).
  - 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.
  - (1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.
  - (2) 1-for-1
  - (3) 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 Ruld 16b-3(d)(1).

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.