WRIGHT PHILLIP D

Form 4

February 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

ONE WILLIAMS CENTER

WRIGHT PHILLIP D

2. Issuer Name and Ticker or Trading

Symbol

WILLIAMS COMPANIES INC

[WMB]

(Check all applicable)

Subsidiary Sr. Vice President

5. Relationship of Reporting Person(s) to

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/23/2010

Director 10% Owner X_ Officer (give title below)

Other (specify

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

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

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

Person

Issuer

TULSA, OK 74172

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 4	of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units	\$ 21.22	02/23/2010		A	29,854		02/23/2013	02/23/2013	Common Stock	29,
Restricted Stock Units (1)	\$ 21.22	02/23/2010		A	29,854		02/23/2013	02/23/2013	Common Stock	29,
Employee Options (Right to Buy)	\$ 0	09/16/2009		J(2)		8,169	09/16/2009	09/16/2009	Common Stock	8,1
Employee Options (Right to Buy)	\$ 21.22	02/23/2010		A	16,457		02/23/2011	02/23/2020	Common Stock	16,
Employee Options (Right to Buy)	\$ 21.22	02/23/2010		A	16,457		02/12/2012	02/23/2020	Common Stock	16,4
Employee Options (Right to Buy)	\$ 21.22	02/23/2010		A	16,457		02/23/2013	02/23/2020	Common Stock	16,

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

WRIGHT PHILLIP D ONE WILLIAMS CENTER TULSA, OK 74172

Subsidiary Sr. Vice President

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Phillip D. Wright 02/25/2010

**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) Cancellation of stock options at no value to reporting person.

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.