

Miller Rory Lee
 Form 5
 February 14, 2012

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
 Miller Rory Lee

2. Issuer Name and Ticker or Trading Symbol
 WILLIAMS COMPANIES INC
 [WMB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President - Midstream

ONE WILLIAMS CENTER
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

TULSA, OK 74172

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or Nu of Sh
					(A)	(D)				
Restricted Stock Units <u>(1)</u>	\$ 10.86	12/14/2011	Â	A4	1,474	Â	02/23/2012 ⁽²⁾	02/23/2012	Common Stock	1
Restricted Stock Units <u>(1)</u>	\$ 21.22	12/14/2011	Â	A4	946	Â	02/23/2013 ⁽²⁾	02/23/2013	Common Stock	9
Restricted Stock Units <u>(1)</u>	\$ 29.73	12/14/2011	Â	A4	4,379	Â	02/24/2014 ⁽²⁾	02/24/2014	Common Stock	4
Restricted Stock Units <u>(1)</u>	\$ 10.86	12/14/2011	Â	A4	2,358	Â	02/23/2012	02/23/2012	Common Stock	2
Restricted Stock Units <u>(1)</u>	\$ 21.22	12/14/2011	Â	A4	1,514	Â	02/23/2013	02/23/2013	Common Stock	1
Restricted Stock Units <u>(1)</u>	\$ 29.73	12/14/2011	Â	A4	4,379	Â	02/24/2014	02/24/2014	Common Stock	4
Stock Options (Employee Right to Buy) <u>(4)</u>	\$ 9.54	12/14/2011	Â	A4	5	Â	06/14/2007	06/14/2014	Common Stock	
Stock Options (Employee Right to Buy) <u>(4)</u>	\$ 15.71	12/14/2011	Â	A4	8	Â	02/25/2006	02/25/2015	Common Stock	
Stock Options (Employee Right to Buy) <u>(4)</u>	\$ 15.71	12/14/2011	Â	A4	8	Â	02/25/2007	02/25/2015	Common Stock	
Stock Options (Employee Right to Buy) <u>(4)</u>	\$ 15.71	12/14/2011	Â	A4	10	Â	02/25/2008	02/25/2015	Common Stock	

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Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.65	12/14/2011	Â	A4	696	Â	03/03/2007	03/03/2016	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.65	12/14/2011	Â	A4	696	Â	03/03/2008	03/03/2016	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.65	12/14/2011	Â	A4	696	Â	03/03/2009	03/03/2016	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 23.04	12/14/2011	Â	A4	674	Â	02/26/2008	02/26/2017	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 23.04	12/14/2011	Â	A4	675	Â	02/26/2009	02/26/2017	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 23.04	12/14/2011	Â	A4	675	Â	02/26/2010	02/26/2017	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 29.72	12/14/2011	Â	A4	651	Â	02/25/2009	02/25/2018	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 29.72	12/14/2011	Â	A4	651	Â	02/25/2010	02/25/2018	Common Stock	0
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 29.72	12/14/2011	Â	A4	651	Â	02/25/2011	02/25/2018	Common Stock	0
	\$ 8.85	12/14/2011	Â	A4	1,250	Â	02/23/2010	02/23/2019		1

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Stock Options (Employee Right to Buy) ⁽⁴⁾										Common Stock	
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 8.85	12/14/2011	Â	A4	1,251	Â	02/23/2011	02/23/2019		Common Stock	1
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 8.85	12/14/2011	Â	A4	1,251	Â	02/23/2012	02/23/2019		Common Stock	1
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.28	12/14/2011	Â	A4	852	Â	02/23/2011	02/23/2020		Common Stock	8
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.28	12/14/2011	Â	A4	853	Â	02/23/2012	02/23/2020		Common Stock	8
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 17.28	12/14/2011	Â	A4	853	Â	02/23/2013	02/23/2020		Common Stock	8
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 24.21	12/14/2011	Â	A4	2,695	Â	02/24/2012	02/24/2021		Common Stock	2
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 24.21	12/14/2011	Â	A4	2,695	Â	02/24/2013	02/24/2021		Common Stock	2
Stock Options (Employee Right to Buy) ⁽⁴⁾	\$ 24.21	12/14/2011	Â	A4	2,696	Â	02/24/2014	02/24/2021		Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Rory Lee ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â	Sr. Vice President - Midstream Â

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Rory L. Miller

02/14/2012

__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).
Pursuant to anti-dilution provisions of this grant, the number of shares underlying the award was adjusted in conjunction with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.
- (1) 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.
- (2) 1-for-1
- (3) Pursuant to anti-dilution provisions of this grant, the exercise price and the number of shares subject to it were adjusted in conjunction with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.