WILLIAMS COMPANIES INC

Form 4

February 23, 2017

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

ARMSTRONG ALAN S

WILLIAMS COMPANIES INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[WMB]

Symbol

(Last) (First)

ONE WILLIAMS CENTER

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year)

President & CEO

02/21/2017

6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

Applicable Line)

_X__ Director

X Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting

Person

TULSA, OK 74172

(City) (State) (Zip)

(Street)

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)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

(A)

(Instr. 3, 4 and 5)

Following Reported 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.

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SEC 1474 (9-02)

(Instr. 4)

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 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	Amoun Numbe Shares
Restricted Stock Units	\$ 0	02/21/2017		A	51,957	02/21/2020	02/21/2020	Common Stock	51,95
Restricted Stock Units (1)	\$ 0	02/21/2017		A	130,151	02/21/2020	02/21/2020	Common Stock	130,1
Employee Options (Right to Buy)	\$ 28.87	02/21/2017		A	62,978	02/21/2018	02/21/2027	Common Stock	62,97
Employee Options (Right to Buy)	\$ 28.87	02/21/2017		A	62,978	02/21/2019	02/21/2027	Common Stock	62,97
Employee Options (Right to Buy)	\$ 28.87	02/21/2017		A	62,979	02/21/2020	02/21/2027	Common Stock	62,97

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	X		President & CEO				

Signatures

Cher S. Lawrence, Attorney-in-Fact for Alan S.
Armstrong
02/23/2017

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

 (1) performance measure of relative total shareholder return. The payout will range from 0 percent to 200 percent of the awarded number of units.

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 2

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