

WILLIAMS COMPANIES INC
Form 4
November 23, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS COMPANIES INC

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Williams Partners L.P. [WPZ]

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partner interests	11/19/2010		J		1,849,138	A	Ⓛ
					216,462,665	I	

See footnotes (1) (2) (3) (4) (5)

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

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(2) The Williams Companies, Inc. ("Williams") directly or indirectly owns 100% of each of RMT, Williams Partners GP LLC (the "General Partner"), Williams Partners Holdings LLC ("Holdings"), Williams Energy Services, LLC ("WES"), Williams Energy L.L.C. ("WE"), Williams Discovery Pipeline LLC ("Discovery Pipeline"), Williams Gas Pipeline Company, LLC ("WGP"), and WGP Gulfstream Pipeline Company, L.L.C. ("Gulfstream"). The General Partner is the sole general partner of the Partnership, holding a 2% general partner interest in the Partnership, the incentive distribution rights in the Partnership, and common units. WGP is the sole member of Gulfstream. WES directly or indirectly owns 100% of WE, Discovery Pipeline, and the General Partner.

(3) Prior to the contribution of assets and issuance of units to RMT described in footnote 1 above, the General Partner directly held 3,363,527 common units, Holdings directly held 2,826,378 common units, WES directly held 84,113,523 common units, WE directly held 2,952,233 common units, Discovery Pipeline directly held 1,425,466 common units, WGP directly held 115,689,700 common units, and Gulfstream directly held 4,242,700 common units. The number of units held by each of the entities described in the preceding sentence was not affected by the contribution of assets and issuance of units to RMT described in footnote 1 above.

(4) Williams indirectly beneficially owns (a) the common units that each of RMT, Holdings, WES, WE, Discovery Pipeline, WGP, and Gulfstream directly beneficially own and (b) the incentive distribution rights in the Partnership, the 2% general partner interest in the Partnership, and the common units held by the General Partner. WGP indirectly beneficially owns the common units directly beneficially owned by Gulfstream. WES indirectly beneficially owns (1) the common units directly beneficially owned by WE and Discovery Pipeline and (2) the incentive distribution rights in the Partnership, the 2% general partner interest in the Partnership, and the common units held by the General Partner.

(5) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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

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