STONEY JANICE D

Form 4 May 23, 2012

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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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Stock

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STONEY JANICE D			2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 2402 E. ESI	(First) (M	liddle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2012				_X_ Director 10% Owner Other (specify below)			
(Street) 4.			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/			Year)			Applicable Line)		
PHOENIX, AZ 85016								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3, Amount	ispose 4 and (A) or	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	05/21/2012			M	9,859 (1)	A	\$ 31.01	10,859	D	
Common								22 258	ī	Ry Trust

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

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22,258

By Trust

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 31.01	05/21/2011		M	9,859	05/21/2012	05/21/2012	Common Stock	9,859

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
STONEY JANICE D 2402 E. ESPLANADE LANE PHOENIX, AZ 85016	X						

Signatures

Cher S. Lawrence, Attorney-in-Fact for Ms. Janice D. Stoney 05/23/2012

**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).
- (1) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan.
- (**2**) 1-for-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.

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