

CHAPPEL DONALD R  
Form 4  
December 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
CHAPPEL DONALD R

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. Date of Earliest Transaction (Month/Day/Year)  
12/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President & CFO

ONE WILLIAMS CENTER

(Street)

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

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

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	12/15/2009		S		200 D \$ 20.26	167,327	D
Common Stock <sup>(1)</sup>	12/15/2009		S		2,100 D \$ 20.27	165,227	D
Common Stock <sup>(1)</sup>	12/15/2009		S		200 D \$ 20.28	165,027	D
Common Stock <sup>(1)</sup>	12/15/2009		S		100 D \$ 20.305	164,927	D
Common Stock <sup>(1)</sup>	12/15/2009		S		900 D \$ 20.31	164,027	D

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Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.32	163,527	D
Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.33	163,027	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.34	162,627	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.35	162,427	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.36	162,027	D
Common Stock <u>(1)</u>	12/15/2009	S	400	D	\$ 20.37	161,627	D
Common Stock <u>(1)</u>	12/15/2009	S	300	D	\$ 20.38	161,327	D
Common Stock <u>(1)</u>	12/15/2009	S	100	D	\$ 20.39	161,227	D
Common Stock <u>(1)</u>	12/15/2009	S	1,100	D	\$ 20.4	160,127	D
Common Stock <u>(1)</u>	12/15/2009	S	1,000	D	\$ 20.41	159,127	D
Common Stock <u>(1)</u>	12/15/2009	S	700	D	\$ 20.42	158,427	D
Common Stock <u>(1)</u>	12/15/2009	S	100	D	\$ 20.425	158,327	D
Common Stock <u>(1)</u>	12/15/2009	S	1,700	D	\$ 20.43	156,627	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.435	156,427	D
Common Stock <u>(1)</u>	12/15/2009	S	1,400	D	\$ 20.44	155,027	D
Common Stock <u>(1)</u>	12/15/2009	S	2,400	D	\$ 20.45	152,627	D
Common Stock <u>(1)</u>	12/15/2009	S	3,400	D	\$ 20.46	149,227	D
Common Stock <u>(1)</u>	12/15/2009	S	500	D	\$ 20.465	148,727	D
Common Stock <u>(1)</u>	12/15/2009	S	3,231	D	\$ 20.47	145,496	D
Common Stock <u>(1)</u>	12/15/2009	S	200	D	\$ 20.475	145,296	D
	12/15/2009	S	1,050	D	\$ 20.48	144,246	D

Common Stock (1)

Common Stock (1) 12/15/2009 S 200 D \$ 20.485 144,046 D

Common Stock (1) 12/15/2009 S 1,519 D \$ 20.49 142,527 D

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

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SEC 1474 (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 Derivative Security	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) 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code	V (A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPPEL DONALD R ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice President & CFO	

## Signatures

Cher S. Lawrence, Attorney-in-Fact for Donald R. Chappel 12/16/2009

\*\*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) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on September 11, 2009.

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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