WILLIAMS COMPANIES INC

Form 4 March 01, 2005

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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obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * ARMSTRONG ALAN S

ONE WILLIAMS CENTER

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr. Vice President - Midstream

Issuer

Symbol

WILLIAMS COMPANIES INC [WMB]

3. Date of Earliest Transaction

10% Owner

(First) (Middle)

(Month/Day/Year)

Other (specify X_ Officer (give title below)

02/25/2005

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Director

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)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 of **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	Amount Number Shares
Deferred Stock	\$ 19.29	02/25/2005		A	12,023	02/25/2008	02/25/2008	Common Stock	12,023
Deferred Stock (1)	\$ 19.29	02/25/2005		A	24,971	03/15/2008	03/15/2008	Common Stock	24,971
Employee Options (Right to Buy)	\$ 19.29	02/25/2005		A	13,334	02/25/2006	02/25/2015	Common Stock	260,32
Employee Options (Right to Buy)	\$ 19.29	02/25/2005		A	13,333	02/25/2007	02/25/2015	Common Stock	273,65
Employee Options (Right to Buy)	\$ 19.29	02/25/2005		A	13,333	02/25/2008	02/25/2015	Common Stock	286,98

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			

ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172

Sr. Vice President - Midstream

Signatures

Cher S. Lawrence, Attorney-in-Fact for Alan S.
Armstrong.

03/01/2005

**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 subject to reporting person's continued employment with the Company and compensation committee certification that the (1) Company has met performance measures over a three year period. The committee will establish the specific performance measures in the first 90 days of each year.

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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