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WILLIAMS COMPANIES INC  
Form 8-K  
May 03, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 23, 2001  
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The Williams Companies, Inc.  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-4174 ----- (Commission File Number)	73-0569878 ----- (I.R.S. Employer Identification No.)
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One Williams Center, Tulsa, Oklahoma ----- (Address of principal executive offices)	74172 ----- (Zip Code)
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Registrant's telephone number, including area code: 918/573-2000  
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Not Applicable  
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(Former name or former address, if changed since last report)

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Item 2. Acquisition or Disposition of Assets.

At the close of business on April 23, 2001, The Williams Companies, Inc., (the "Company") completed the spin-off of Williams Communications Group, Inc. in a tax-free distribution of 398,500,000 shares of Class A Common Stock of Williams Communications Group, Inc. to the Company's shareholders. In connection

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with the spin-off, the Company and Williams Communications Group, Inc. entered in certain agreements and amended certain agreements related to their relationship subsequent to the spin-off.

Item 7. Financial Statements and Exhibits.

The Registrant files the following exhibits as part of this report:

- 99.1 AMENDED AND RESTATED SEPARATION AGREEMENT dated the April 23, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.
- 99.2 AMENDED AND RESTATED ADMINISTRATIVE SERVICES AGREEMENT dated April 23, 2001, between The Williams Companies, Inc., and those certain subsidiaries of Williams collectively as the "Williams Subsidiaries" and Williams Communications Group, Inc., and those certain subsidiaries of Communications listed collectively as the "Communications Subsidiaries."
- 99.3 TAX SHARING AGREEMENT entered into as of the 30th day of September, 1999, and amended and restated as of the 23rd day April, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.
- 99.4 AMENDED AND RESTATED INDEMNIFICATION AGREEMENT dated April 23, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.
- 99.5 SHAREHOLDER AGREEMENT dated April 23, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.
- 99.6 AMENDED AND RESTATED EMPLOYEE BENEFITS AGREEMENT dated April 23, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.
- 99.7 DEFERRAL LETTER dated April 23, 2001, by and between The Williams Companies, Inc. and Williams Communications Group, Inc.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE WILLIAMS COMPANIES, INC.

Date: May 3, 2001

/s/ Suzanne H. Costin

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Name: Suzanne H. Costin  
Title: Corporate Secretary

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NUMBER -----	DESCRIPTION -----
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