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WILLIAMS COMPANIES INC
Form SC 13D/A
August 02, 2001

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)
(Final Amendment)

BARRETT RESOURCES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per
Share (including the associated preferred
stock purchase rights)

(Title of Class and Securities)

068480201

(CUSIP Number)

William G. von Glahn, Esq.
Senior Vice President and General Counsel
The Williams Companies, Inc.
One Williams Center
Tulsa, Oklahoma 74172
Telephone: (918) 573-2000

With a copy to:

Morris J. Kramer, Esq.
Richard J. Grossman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
Telephone: 212-735-3000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

August 2, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
The Williams Companies, Inc.
IRS Id. No: 73-0569878

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) ()
(b) ()

3. SEC USE ONLY

4. SOURCE OF FUNDS*
BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ()

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 33,479,127(1)
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 33,479,127(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,479,127(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES ()

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
100%(2)

14. TYPE OF REPORTING PERSON
CO

(1) As described herein, in the merger of Barrett Resources Corporation with and into Resources Acquisition Corp., with Resources Acquisition Corp. surviving, each issued and outstanding share of Barrett Resources Corporation was cancelled.

2 Based on the 33,479,127 shares issued and outstanding on August 2, 2001.

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SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Resources Acquisition Corp.
IRS Id. No: 73-1613076

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) ()
(b) ()

3. SEC USE ONLY

4. SOURCE OF FUNDS*
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ()

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	0
	8. SHARED VOTING POWER	33,479,127(1)
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	33,479,127(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,479,127(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
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100%(2)

14. TYPE OF REPORTING PERSON
CO

1 As described herein, in the merger of Barrett Resources Corporation with and into Resources Acquisition Corp., with Resources Acquisition Corp. surviving, each issued and outstanding share of Barrett Resources Corporation was cancelled.

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2 Based on the 33,479,127 shares issued and outstanding on August 2, 2001.

The Williams Companies, Inc., a Delaware corporation ("Williams"), and Resources Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Williams ("Purchaser" and together with Williams, the "Reporting Persons"), hereby file this Amendment No. 2 (this "Amendment No. 2") to amend and supplement the Statement on Schedule 13D originally filed on June 15, 2001 by the Reporting Persons (the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$.01 per Share (including the associated preferred stock purchase rights), of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"). The Schedule 13D was originally filed as the Final Amendment to the Schedule TO of the Reporting Persons with respect to the Shares acquired by Purchaser in a tender offer completed on June 11, 2001. Capitalized terms used but not described herein shall have the meanings ascribed thereto in the Schedule 13D. The Schedule 13D is hereby amended and supplemented by this Amendment No. 2, which constitutes the Final Amendment to the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

The response to Item 4 and Items 5(a) and 5(b) of the Schedule 13D is hereby amended and supplemented to add the following:

On August 2, 2001, pursuant to the Agreement and Plan of Merger, dated as of May 7, 2001, by and among Williams, Purchaser and Barrett Resources, Barrett Resources merged with and into Purchaser with Purchaser as the surviving corporation continuing as a wholly owned subsidiary of Williams. As of the effective time of the merger (the "Effective Time"), all issued and outstanding Shares (other than Shares owned by Williams and Purchaser) were converted into the right to receive 1.767 shares of Williams common stock (together with the associated preferred stock purchase rights). The Reporting Persons, the holders of 16,730,502 issued and outstanding Shares prior to the Effective Time, thus became the owners of 100% of the issued and outstanding Shares. As a result of the merger, the Shares have become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934 and will be delisted from the New York Stock Exchange. The joint press release issued by Williams and Barrett Resources on August 2, 2001 announcing the completion of the merger is filed as Exhibit 99.2 to this Amendment No.2 and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by adding the following document as an exhibit:

Exhibit 99.2 Joint Press Release issued by Williams and Barrett Resources on August 2, 2001.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and

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belief, I certify that the information set forth in this statement is true, complete and correct.

RESOURCES ACQUISITION CORP.

By: /s/ Ralph A. Hill

Name: Ralph A. Hill
Title: Senior Vice President

THE WILLIAMS COMPANIES, INC.

By: /s/ Keith E. Bailey

Name: Keith E. Bailey
Title: Chairman, President and
Chief Executive Officer

Dated: August 2, 2001

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
Exhibit 99.2	Joint Press Release issued by Williams and Barrett Resources on August 2, 2001.