

Williams Partners L.P.
Form 3
October 31, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ACCESS MIDSTREAM PARTNERS LP			(Month/Day/Year)	Williams Partners L.P. [WPZ]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
525 CENTRAL PARK DRIVE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
				(give title below)	(specify below)
OKLAHOMA				6. Individual or Joint/Group Filing(Check Applicable Line)	
CITY,Â OKÂ 73105				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON UNITS (LIMITED PARTNER INTERESTS)	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> Â	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCESS MIDSTREAM PARTNERS LP 525 CENTRAL PARK DRIVE OKLAHOMA CITY, OK 73105	^	^ X	^	^

Signatures

/s/ J. Mike Stice, Chief Executive Officer of Access Midstream Partners,
L.P. 10/24/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Access Midstream Partners, L.P. ("ACMP") is deemed to have beneficial ownership over the 279,472,244 Common Units and 26,475,507 Class D Units of the Issuer held by Williams Gas Pipeline Company, LLC ("WGP", and such held units, "WGP Held Units"), as a result of entering into that certain Support Agreement dated October 24, 2014, with WGP and the Issuer, pursuant to which, in part, WGP granted a proxy over the WGP Held Units to ACMP to vote in favor of, and otherwise agreed to consent to, the Merger and Merger Agreement (as defined below). (Continued in Footnote 2)

On October 24, 2014, an Agreement and Plan of Merger (the "Merger Agreement") was entered into among ACMP, its general partner-Access Midstream Partners GP, L.L.C.-, the Issuer, the Issuer's general partner-Williams Partners GP LLC-and VHMS LLC, a wholly owned subsidiary of ACMP ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub will be merged and into the Issuer, with the Issuer being the surviving partnership and ACMP becoming the sole limited partner of the Issuer (the "Merger").

ACMP does not have any pecuniary interest in any of the WGP Held Units and beneficial ownership over the WGP Held Units is expressly disclaimed.

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.