

Williams Partners L.P.  
Form 15-12B  
February 13, 2015

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF THE DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 001-32599**

**WILLIAMS PARTNERS L.P.**

**(Exact name of registrant as specified in its charter)**

**One Williams Center**  
**Tulsa, Oklahoma 74172-0172**  
**(918) 573-2000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Common units representing limited partner interests**

**(Title of each class of securities covered by this Form)**

**None**

**(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)**

Please place an X in the appropriate box(es) to indicate the provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Williams Partners L.P. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 13, 2015

WILLIAMS PARTNERS L.P., successor by merger to  
the Registrant  
By: WPZ GP LLC, its general partner

/s/ William Gault  
William Gault  
Assistant Secretary