

Williams Partners L.P.
Form 4
February 03, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
ARMSTRONG ALAN S

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Williams Partners L.P. [WPZ]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Units	02/02/2015 ⁽¹⁾		D		10,000 ⁽¹⁾	D	
Common Units	02/02/2015 ⁽¹⁾		D		10,000 ⁽¹⁾	I	By trust ⁽³⁾

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	X		Chief Executive Officer	

Signatures

Cher S. Lawrence, Attorney-in-Fact, for Alan S. Armstrong 02/03/2015

__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).
- On February 2, 2015, pursuant to an Agreement and Plan of Merger dated October 24, 2014 by and among Access Midstream Partners, L.P. (the "ACMP"), Access Midstream Partners GP, L.L.C. (now known as WPZ GP LLC), VHMS LLC, Williams Partners L.P. (the "Partnership") and Williams Partners GP LLC, each of the outstanding common units representing limited partner interests in the Partnership ("WPZ Common Units") held by the Reporting Person converted into 0.86672 common units representing limited partner interests in ACMP (the "Merger Exchange"). As a result of the Merger Exchange, the Reporting Person disposed of the WPZ Common Units reported on Table I herein on February 2, 2015. Shortly following the Merger Exchange, ACMP changed its name to Williams Partners L.P.
- (1) Partnership ("WPZ Common Units") held by the Reporting Person converted into 0.86672 common units representing limited partner interests in ACMP (the "Merger Exchange"). As a result of the Merger Exchange, the Reporting Person disposed of the WPZ Common Units reported on Table I herein on February 2, 2015. Shortly following the Merger Exchange, ACMP changed its name to Williams Partners L.P.
 - (2) Giving effect to the Merger Exchange, the Reporting Person no longer owns, directly or indirectly, any WPZ Common Units.
 - (3) By the Shelly Stone Armstrong Trust dated June 16, 2010.

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.