

CHAPPEL DONALD R
Form 4
March 15, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CHAPPEL DONALD R

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS COMPANIES INC
[WMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & CFO

TULSA, OK 74172

(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	03/14/2013		S ⁽¹⁾	12,340 D	\$ 35	412,146	D
Common Stock	03/14/2013		S ⁽¹⁾	6,500 D	\$ 35.005	405,646	D
Common Stock	03/14/2013		S ⁽¹⁾	100 D	\$ 35.008	405,546	D
Common Stock	03/14/2013		S ⁽¹⁾	6,855 D	\$ 35.01	398,691	D
Common Stock	03/14/2013		S ⁽¹⁾	1,400 D	\$ 35.015	397,291	D

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Common Stock	03/14/2013	<u>S(1)</u>	300	D	\$ 35.02	396,991	D
Common Stock	03/14/2013	<u>S(1)</u>	1,100	D	\$ 34.815	395,891	D
Common Stock	03/14/2013	<u>S(1)</u>	100	D	\$ 34.83	395,791	D
Common Stock	03/14/2013	<u>S(1)</u>	600	D	\$ 34.84	395,191	D
Common Stock	03/14/2013	<u>S(1)</u>	200	D	\$ 34.87	394,991	D
Common Stock	03/14/2013	<u>S(1)</u>	900	D	\$ 34.88	394,091	D
Common Stock	03/14/2013	<u>S(1)</u>	658	D	\$ 34.885	393,433	D
Common Stock	03/14/2013	<u>S(1)</u>	468	D	\$ 34.89	392,965	D
Common Stock	03/14/2013	<u>S(1)</u>	432	D	\$ 34.9	392,533	D
Common Stock	03/14/2013	<u>S(1)</u>	842	D	\$ 34.91	391,691	D
Common Stock	03/14/2013	<u>S(1)</u>	600	D	\$ 34.92	391,091	D
Common Stock	03/14/2013	<u>S(1)</u>	100	D	\$ 34.94	390,991	D
Common Stock	03/14/2013	<u>S(1)</u>	100	D	\$ 34.95	390,891	D
Common Stock	03/14/2013	<u>S(1)</u>	900	D	\$ 34.96	389,991	D
Common Stock	03/14/2013	<u>S(1)</u>	300	D	\$ 34.97	389,691	D
Common Stock	03/14/2013	<u>S(1)</u>	100	D	\$ 34.98	389,591	D
Common Stock	03/14/2013	<u>S(1)</u>	1,700	D	\$ 34.985	387,891	D
Common Stock	03/14/2013	<u>S(1)</u>	200	D	\$ 34.988	387,691	D
Common Stock	03/14/2013	<u>S(1)</u>	100	D	\$ 34.989	387,591	D
Common Stock	03/14/2013	<u>S(1)</u>	2,433	D	\$ 34.99	385,158	D
	03/14/2013	<u>S(1)</u>	500	D		384,658	D

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Common Stock					\$			
					34.995			
Common Stock	03/14/2013		S ⁽¹⁾	300	D	\$ 35	384,358	D
Common Stock	03/14/2013		S ⁽¹⁾	300	D	\$ 35.005	384,058	D

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPPEL DONALD R ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice President & CFO	

Signatures

Cher S. Lawrence, Attorney-in-Fact for Mr. Donald R. Chappel
 03/15/2013

__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).

(1) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on December 14, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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