

WILLIAMS COMPANIES INC  
Form 8-K  
October 28, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

October 28, 2004

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-4174

73-0569878

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Williams Center, Tulsa, Oklahoma

74172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

918-573-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure.**

On October 28, 2004, The Williams Companies, Inc. ("Williams") provided a "Notice of Reset Announcement and Remarketing" (the "Notice") to all holders of Williams' Income PACS and related 6.50% Senior Notes due 2007(the "Senior Notes") in connection with the remarketing of the Senior Notes that is scheduled to take place on November 10, 2004. In the Notice, Williams indicated that it may submit an order to purchase a portion of the Senior Notes not to exceed the lesser of approximately \$222.8 million in aggregate principal amount of the Senior Notes and an amount representing all but \$50.0 million in aggregate principal amount of the Senior Notes available to be remarketed and that Williams proposes to retire all the Senior Notes it purchases in the remarketing.

A copy of the Notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

**Item 9.01. Financial Statements and Exhibits.**

- a) None
- b) None
- c) Exhibits

Exhibit 99.1 Notice of Reset Announcement and Remarketing

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Williams Companies, Inc.

*October 28, 2004*

By: *Brian K. Shore*

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*Name: Brian K. Shore*

*Title: Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice of Reset Announcement and Remarketing