

STONEY JANICE D  
 Form 5  
 February 14, 2012

**FORM 5**

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

OMB APPROVAL  
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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 STONEY JANICE D

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

2402 E. ESPLANADE LANE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHOENIX, AZ 85016

(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable			
Restricted Stock Units <sup>(1)</sup>	\$ 40.51	12/14/2011	Â	A4	212	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	212
Restricted Stock Units <sup>(1)</sup>	\$ 15.71	12/14/2011	Â	A4	348	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	348
Restricted Stock Units <sup>(1)</sup>	\$ 8.19	12/14/2011	Â	A4	643	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	643
Restricted Stock Units <sup>(1)</sup>	\$ 10.87	12/14/2011	Â	A4	2,653	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	2,653
Restricted Stock Units <sup>(1)</sup>	\$ 17.48	12/14/2011	Â	A4	1,638	Â	06/01/2013	06/01/2013	Common Stock	1,638
Restricted Stock Units <sup>(1)</sup>	\$ 15.62	12/14/2011	Â	A4	1,833	Â	05/21/2012	05/21/2012	Common Stock	1,833
Restricted Stock Units <sup>(1)</sup>	\$ 19.11	12/14/2011	Â	A4	1,489	Â	05/20/2013	05/20/2013	Common Stock	1,489
Restricted Stock Units <sup>(1)</sup>	\$ 30.63	12/14/2011	Â	A4	929	Â	05/19/2014	05/19/2014	Common Stock	929
Stock Options (Right to Buy) <sup>(4)</sup>	\$ 8.85	12/14/2011	Â	A4	9	Â	05/20/2004	05/20/2014	Common Stock	9
Stock Options (Right to Buy) <sup>(4)</sup>	\$ 14.24	12/14/2011	Â	A4	9	Â	05/19/2005	05/19/2015	Common Stock	9
Stock Options (Right to Buy) <sup>(4)</sup>	\$ 16.85	12/14/2011	Â	A4	1,370	Â	05/18/2006	05/18/2016	Common Stock	1,370

