

Newcomer Randy M.
Form 3
January 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Newcomer Randy M. | | (Month/Day/Year) | WILLIAMS COMPANIES INC [WMB] | |
| (Last) | (First) | (Middle) | 01/01/2013 | |
| ONE WILLIAMS CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TULSA,Â OKÂ 74172 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Acting Senior Vice President | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 21,595 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (Right to Buy) | 02/05/2005 | 02/05/2014 | Common Stock | 1,669 | \$ 8.09 | D | Â |
| Stock Options (Right to Buy) | 02/05/2006 | 02/05/2014 | Common Stock | 1,669 | \$ 8.09 | D | Â |
| Stock Options (Right to Buy) | 02/05/2007 | 02/05/2014 | Common Stock | 1,669 | \$ 8.09 | D | Â |
| Stock Options (Right to Buy) | 02/25/2006 | 02/25/2015 | Common Stock | 3,338 | \$ 15.71 | D | Â |
| Stock Options (Right to Buy) | 02/25/2007 | 02/25/2015 | Common Stock | 3,338 | \$ 15.71 | D | Â |
| Stock Options (Right to Buy) | 02/25/2008 | 02/25/2015 | Common Stock | 3,339 | \$ 15.71 | D | Â |
| Stock Options (Right to Buy) | 03/03/2007 | 03/03/2016 | Common Stock | 3,744 | \$ 17.65 | D | Â |
| Stock Options (Right to Buy) | 03/03/2008 | 03/03/2016 | Common Stock | 3,745 | \$ 17.65 | D | Â |
| Stock Options (Right to Buy) | 03/03/2009 | 03/03/2016 | Common Stock | 3,745 | \$ 17.65 | D | Â |
| Stock Options (Right to Buy) | 02/26/2008 | 02/26/2017 | Common Stock | 3,570 | \$ 23.04 | D | Â |
| Stock Options (Right to Buy) | 02/26/2009 | 02/26/2017 | Common Stock | 3,571 | \$ 23.04 | D | Â |
| Stock Options (Right to Buy) | 02/26/2010 | 02/26/2017 | Common Stock | 3,571 | \$ 23.04 | D | Â |
| Stock Options (Right to Buy) | 02/25/2009 | 02/25/2018 | Common Stock | 3,178 | \$ 29.72 | D | Â |
| Stock Options (Right to Buy) | 02/25/2010 | 02/25/2018 | Common Stock | 3,178 | \$ 29.72 | D | Â |
| Stock Options (Right to Buy) | 02/25/2011 | 02/25/2018 | Common Stock | 3,178 | \$ 29.72 | D | Â |
| Stock Options (Right to Buy) | 02/23/2010 | 02/23/2019 | Common Stock | 6,339 | \$ 8.85 | D | Â |
| Stock Options (Right to Buy) | 02/23/2011 | 02/23/2019 | Common Stock | 6,340 | \$ 8.85 | D | Â |
| Stock Options (Right to Buy) | 02/23/2012 | 02/23/2019 | Common Stock | 6,340 | \$ 8.85 | D | Â |
| Stock Options (Right to Buy) | 02/23/2011 | 02/23/2020 | Common Stock | 4,322 | \$ 17.28 | D | Â |
| | 02/23/2012 | 02/23/2020 | | 4,322 | \$ 17.28 | D | Â |

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| Stock Options (Right to Buy) | | | Common Stock | | | | |
|------------------------------|------------|------------------|--------------|-------|----------|---|---|
| Stock Options (Right to Buy) | 02/23/2013 | 02/23/2020 | Common Stock | 4,322 | \$ 17.28 | D | Â |
| Stock Options (Right to Buy) | 02/24/2012 | 02/24/2021 | Common Stock | 4,025 | \$ 24.21 | D | Â |
| Stock Options (Right to Buy) | 02/24/2013 | 02/24/2021 | Common Stock | 4,025 | \$ 24.21 | D | Â |
| Stock Options (Right to Buy) | 02/24/2014 | 02/24/2021 | Common Stock | 4,026 | \$ 24.21 | D | Â |
| Stock Options (Right to Buy) | 02/27/2013 | 02/27/2022 | Common Stock | 4,192 | \$ 29.11 | D | Â |
| Stock Options (Right to Buy) | 02/27/2014 | 02/27/2022 | Common Stock | 4,192 | \$ 29.11 | D | Â |
| Stock Options (Right to Buy) | 02/27/2015 | 02/27/2022 | Common Stock | 4,193 | \$ 29.11 | D | Â |
| Restricted Stock Units | 02/23/2013 | Â ⁽¹⁾ | Common Stock | 4,796 | \$ 0 | D | Â |
| Restricted Stock Units | 02/24/2014 | Â ⁽¹⁾ | Common Stock | 4,038 | \$ 0 | D | Â |
| Restricted Stock Units | 02/27/2015 | Â ⁽¹⁾ | Common Stock | 4,845 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Newcomer Randy M. ONE WILLIAMS CENTER TULSA, OK 74172 | Â | Â | Â Acting Senior Vice President | Â |

Signatures

Cher S. Lawrence, Attorney-in-Fact for Randy M.
Newcomer

01/10/2013

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year (1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.

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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