Edgar Filing: WILLIAMS COMPANIES INC - Form 4

WILLIAMS COMPANIES IN Form 4 May 23, 2005	NC							
	STATES SECU	RITIES AND EX	CHANGE	COMMISSIO	-	PPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 bligations may continue. See Instruction 1(b).	Number: Expires: Estimated burden hou response	urs per						
(Print or Type Responses)								
					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (1 425 SHERMAN AVENUE, 1 100	(Month/	of Earliest Transaction /Day/Year) 2005		Oriector 10% Owner Officer (give titleOther (specify below) below)				
(Street) 4. If Amendment, Date Original 6. Individual or Joint Filed(Month/Day/Year) 4. If Amendment, Date Original 6. Individual or Joint Applicable Line) _X_ Form filed by One Form filed by More						erson		
(City) (State)	(Zip) Tal	ble I - Non-Derivative	Socurities A	Person	of or Ronoficio	lly Ownod		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)	2A. Deemed	3. 4. Securiti TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4 Code V Amount	es (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: Report on a separate line	le II - Derivative Se	Perso inform requir	ns who res nation cont ed to respo ys a curren er. posed of, or	pond to the colle ained in this form ond unless the fo ntly valid OMB co Beneficially Owned	n are not rm ntrol	SEC 1474 (9-02)		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	'ear)	(Instr. 3 and	4)
				Code V	(A) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy) (1)	\$ 17.48	05/19/2005		А	6,000	05/19/2005	05/19/2015	Common Stock	6,000
Deferred Stock (1)	<u>(2)</u>	05/19/2005		А	3,775	05/19/2005	01/01/2007	Common Stock	3,775

Reporting Owners

Reporting Owner Name / Address		Relationsh				
I O O O O O O O O O O O O	Director	10% Owner	Officer	Other		
GREEN WILLIAM E 425 SHERMAN AVENUE SUITE 100 PALO ALTO, CA 94306	Х					
Signatures						
Cher S. Lawrence, Attorney-in-Fact for William E. Green				05/23/2005		
**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) Granted pursuant to The Williams Companies, Inc. 2002 Incentive Plan in transactions exempt under Rule 16b-3(d) as annual compensation for non-management directors.

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.

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