WILLIAMS COMPANIES INC

Form 4/A

November 22, 2006

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHAPPEL DONALD R		2. Issuer Name and Symbol WILLIAMS CO [WMB]	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest T (Month/Day/Year)	ransaction	Director 1 Officer (give title Column below)	0% Owner Other (specify		
ONE WILLIAMS CENTER		11/21/2006		Sr. Vice President & CFO			
(Street)		4. If Amendment, D	ate Original	6. Individual or Joint/Group Fi	iling(Check		
		Filed(Month/Day/Yea	ır)	Applicable Line)			
TULSA, OK 74172		11/22/2006		_X_ Form filed by One Reporting Form filed by More than One Person			
(City) (State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed of, or Benefic	ially Owned		
1.Title of 2. Transaction Date	e 2A. Deem	ned 3.	4. Securities Acquired	5. Amount of 6.	7. Nature		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
C			Code V	Amount	(D)	Price	(msu. 3 and 1)		
Common Stock	11/21/2006		S	6,400	D	\$ 26.72	109,173	D	
Common Stock	11/21/2006		S	300	D	\$ 26.71	108,873	D	
Common Stock	11/21/2006		S	23,300	D	\$ 26.7	85,573	D	

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		actionNumber Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
					Exercisable	Date	Title Number				
				Codo V	(A) (D)				of Charac		
				Code V	(A) (D)				Shares		

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 Donald R. Chappel

11/22/2006

**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).

Remarks:

This amended filing is being made to correct Table 1, 4. codes to disposed of (D)

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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