### Edgar Filing: ARMSTRONG ALAN S - Form 4/A

ARMSTRC Form 4/A March 02, 2	ONG ALAN S									
FORM	ΛΔ							-	PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSION	NOMB Number:	3235-0287	
Check the check	iger STATEN	MENT OF	F CHAN	NGES IN	BENEF	FICIAL O	WNERSHIP OF	Expires:	January 31, 2005	
subject Section Form 4		SECUI		Estimated burden hou	urs per					
Form 5		rsuant to S	Section	16(a) of th	ne Securi	ties Exch	ange Act of 1934,	response	. 0.5	
obligati	ons Section 170						t of 1935 or Section	on		
may cor <i>See</i> Inst 1(b).	itinue.			•	•	ny Act of				
(Print or Type	Responses)									
1. Name and Address of Reporting Person *       2. Issuer Name and         ARMSTRONG ALAN S       Symbol						r Trading	5. Relationship o Issuer	Reporting Person(s) to		
W			Symbol WILLIAMS COMPANIES INC [WMB]				(Check all applicable)			
(Last)				of Earliest T Day/Year)	ransaction		X Director X Officer (giv	X Director 10% Owner X Officer (give title Other (specify		
ONE WILI	LIAMS CENTER		02/25/2	-			below)	below) esident & CEO		
	(Street)		4. If Am	endment, D	ate Origina	al	6. Individual or Joint/Group Filing(Check			
				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, O	K 74172		02/28/2	2011				More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) or l of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						(A) or	Reported Transaction(s)			
				Code V	Amount		(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
							espond to the colle ntained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or (E (Ii	: Disp	ed (A) bosed of 3, 4,				
				Code V	V (A	<b>1</b> )	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units (1)	\$ 0	02/25/2011		J		2	3,893	02/25/2011	02/25/2011	Common Stock	258,91 (2)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	Х		President & CEO					
Signatures								

(1)

Beth A. Burkholder, Attorney-in-Fact for Mr. Alan S. Armstrong	03/02/2011	
<u>**</u> 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).

The performance-based Restricted Stock Units grant was cancelled since vesting was subject to the applicable grant agreement and compensation committee certification that the Company met the three year performance measure. The specific performance measure was based on a improvement in the Company's Economic Value Added over the three year period and such measure was not met.

(2) This amended Form 4 is being filed to correct a mathematical error reported on the Form 4 filed on February 28, 2011.

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.