HOWELL WILLIAM R

Form 4

March 29, 2011

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

WILLIAMS COMPANIES INC

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HOWELL WILLIAM R

(Last)

(First)

42113 N. 105TH STREET

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2011

Symbol

[WMB]

4. If Amendment, Date Original

Filed(Month/Day/Year)

SCOTTSDALE, AZ 85262

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3.

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

4. Securities

Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

(I) (Instr. 4)

6. Ownership

Form: Direct

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivati Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	(Month/Day/Year)	(Instr. 8	S A (A D o (I		rosed) . 3,		Expiration Date	Title	Amount or Number of Shares	(Instr. 5)
				Code				Date Exercisable				
Restricted Stock Units	\$ 30.64	03/28/2011		J <u>(1)</u>	3	36		<u>(2)</u>	<u>(2)</u>	Common Stock	36	\$ 30.6

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HOWELL WILLIAM R 42113 N. 105TH STREET SCOTTSDALE, AZ 85262	X						

Signatures

Peggy T. Landrum, Attorney-in-Fact for Mr. W.R. Howell

**Signature of Reporting Person

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) Represents shares acquired from dividend reinvestment on restricted stock units, formerly referred to as deferred stock, for a dividend paid on March 28, 2011.

Date

(2) Restricted stock units that will be paid out in common stock at various dates in the future.

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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