

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

THE WILLIAMS COMPANIES, INC.  
 (Exact Name of Registrant as Specified in its Charter)

DELAWARE  
 (State of Incorporation)

73-0569878  
 (I.R.S. Employer Identification No.)

ONE WILLIAMS CENTER  
 TULSA, OKLAHOMA 74172  
 (Address of Principal Executive Offices)

THE WILLIAMS COMPANIES, INC. 2002 INCENTIVE PLAN  
 (Full Title of the Plan)

WILLIAM G. VON GLAHN, ESQ.  
 THE WILLIAMS COMPANIES, INC.  
 ONE WILLIAMS CENTER  
 TULSA, OKLAHOMA 74172  
 (918) 573-2000  
 (Name, Address, and Telephone Number of Agent for Service)

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 CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED(1)	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$1.00 per share (3) (4)	24,958,000 shares	\$22.515	\$561,929,370	\$51,697.50 (5)

- (1) Includes rights issuable under The Williams Companies, Inc. Rights Plan.
- (2) Calculated pursuant to Rule 457(h)(1) under the Securities Act of 1933.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (4) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (5) The Registrant filed a registration statement on Form S-8 on December 15, 2000 covering 12,000,000 shares of Common Stock (File No. 333-51994), issuable in accordance with the terms of the Registrant's 1996 Stock Plan for Nonofficer Employees, and paid a filing fee of \$109,098 for the registration of such shares. Of such shares, 8,356,000 shares have not been issued or designated for issuance by the Registrant. The pro rata portion of the filing fee paid on December 15, 2000 that is associated with those 8,356,000 shares is \$75,968.57. Pursuant to Rule 457(p) under the Securities Act, the Registrant has offset the entire registration fee due herewith with a portion of the filing fee (\$51,697.50) paid on December 15, 2000. Therefore, no registration fee is submitted herewith.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by The Williams Companies, Inc. (the "Registrant") with the Securities and Exchange Commission are hereby incorporated by reference and made a part of this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2001;

(b) The Registrant's Current Reports on Form 8-K filed January 4, 23 and 30, February 5 and 19, March 7, 8, 13, 20, 27 and 28 and April 1, 2002;

(c) The Registrant's definitive Proxy Statement filed on March 29, 2002 in connection with Registrant's 2002 Annual Meeting of Stockholders; and

(d) The description of the Registrant's common stock, par value \$1.00 per share, and associated Rights contained in Registrant's Registration Statement on Form S-3, filed on April 4, 2002.

All documents filed by the Registrant and by The Williams Companies, Inc. 2002 Incentive Plan (the "Plan") pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities registered hereby have been sold or which deregisters such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, being hereinafter referred to as "Incorporated Documents"). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant, a Delaware corporation, is empowered by Section 145 of the General Corporation Law of the State of Delaware, subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any threatened, pending, or completed action, suit, or proceeding in which such person is made party by reason of their being or having been a director, officer, employee, or agent of the Registrant. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise. The By-laws of the Registrant provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by

the General Corporation Law of the State of Delaware. In addition, the Registrant has entered into indemnity agreements with its directors and certain officers providing for, among other things, the indemnification of and the advancing of expenses to such individuals to the fullest extent permitted by law, and to the extent insurance is maintained, for the continued coverage of such individuals.

Policies of insurance are maintained by the Registrant under which the directors and officers of the Registrant are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits, or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

EXHIBIT  
NUMBER

DESCRIPTION OF EXHIBIT

4.1*	The Williams Companies, Inc. 2002 Incentive Plan (filed as Appendix A to the Definitive Proxy Statement filed March 29, 2002)
4.2*	Restated Certificate of Incorporation, as supplemented (filed as Exhibit 3.1 to the Registration Statement on Form S-3 filed April 4, 2002)
4.3*	Restated By-laws (filed as Exhibit 99.1 to Form 8-K dated November 18, 1999).
4.4*	Rights Agreement dated as of February 6, 1996, between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4 to Form 8-K dated January 21, 1996).
5.1	Opinion of William G. von Glahn, General Counsel and Senior Vice President for the Registrant, relating to the validity of the securities
23.1	Consent of Ernst & Young LLP
23.2	Consent of William G. von Glahn (contained in Exhibit 5.1)
24.1	Power of Attorney
24.2	Certified copy of resolution authorizing signatures pursuant to Power of Attorney

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\* The exhibits have previously been filed with the Securities and Exchange Commission as part of the filing indicated and are incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement;

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which,

individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of the restated certificate of incorporation and by-laws of the Registrant and the provisions of the Delaware law described under Item 6 above, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT: Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April 2002.

THE WILLIAMS COMPANIES, INC.

By: /s/ Suzanne H. Costin

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Suzanne H. Costin, Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
* ----- Steven J. Malcolm	President, Chief Executive Officer and Director (Principal Executive Officer)	April 4, 2002
* ----- Jack D. McCarthy	Senior Vice President - Finance (Principal Financial Officer)	April 4, 2002
* ----- Gary R. Belitz	Controller (Principal Accounting Officer)	April 4, 2002
* ----- Keith E. Bailey	Chairman of the Board and Director	April 4, 2002
* ----- Hugh M. Chapman	Director	April 4, 2002
* ----- Glenn A. Cox	Director	April 4, 2002
* ----- Thomas H. Cruikshank	Director	April 4, 2002
* ----- William E. Green	Director	April 4, 2002

\* Director April 4, 2002  
 -----  
 Ira D. Hall  
 \* Director April 4, 2002  
 -----  
 W.R. Howell  
 \* Director April 4, 2002  
 -----  
 James C. Lewis  
 \* Director April 4, 2002  
 -----  
 Charles M. Lillis  
 \* Director April 4, 2002  
 -----  
 George A. Lorch  
 \* Director April 4, 2002  
 -----  
 Frank T. MacInnis  
 \* Director April 4, 2002  
 -----  
 Gordon R. Parker  
 \* Director April 4, 2002  
 -----  
 Janice D. Stoney  
 \* Director April 4, 2002  
 -----  
 Joseph H. Williams

-----  
 \* By: /s/ Suzanne H. Costin April 4, 2002  
 -----  
 Suzanne H. Costin, Attorney-in-Fact

THE PLAN: Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April 2002.

THE WILLIAMS COMPANIES, INC. 2002 INCENTIVE PLAN

By: /s/ Scott H. Welch  
 -----  
 Name: Scott H. Welch  
 Title: Senior Benefits Counsel

INDEX TO EXHIBITS

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23.1	Consent of Ernst & Young LLP
23.2	Consent of William G. von Glahn (contained in Exhibit 5.1)
24.1	Power of Attorney
24.2	Certified copy of resolution authorizing signatures pursuant to Power of Attorney

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\* The exhibits have previously been filed with the Securities and Exchange Commission as part of the filing indicated and are incorporated herein by reference.

[WILLIAMS LETTERHEAD]

April 4, 2002

The Williams Companies, Inc.  
One Williams Center  
Tulsa, OK 74172

Ladies and Gentlemen:

The Williams Companies, Inc., a Delaware corporation ("Williams"), contemplates filing a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), relating to the registration of Common Stock of Williams, \$1.00 par value (the "Common Stock"), and associated Preferred Stock Purchase Rights (the "Rights"), to be issued pursuant to the terms of The Williams Companies, Inc. 2002 Investment Plus Plan (the "Plan").

As counsel for Williams, I have examined originals or copies, certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of public officials and other instruments and legal matters as I deem relevant to the authorization and issuance of the Common Stock and the Rights under the terms of the Plan. Based on such examination, it is my opinion that the Common Stock has been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable, and the Rights to which holders of Common Stock issued under the Plan will be entitled, have been duly authorized and when issued in accordance with their terms, will be validly issued.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 to the Registration Statement.

Best regards,

/s/ William G. von Glahn

William G. von Glahn  
General Counsel and Senior  
Vice President  
The Williams Companies, Inc.



CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to The Williams Companies, Inc. 2002 Incentive Plan for the registration of 24,958,000 shares of The Williams Companies, Inc.'s common stock, of our report dated March 6, 2002, with respect to the consolidated financial statements and schedule of The Williams Companies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Tulsa, Oklahoma  
March 29, 2002

## THE WILLIAMS COMPANIES, INC.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned individuals, in their capacity as a director or officer, or both, as hereinafter set forth below their signature, of THE WILLIAMS COMPANIES, INC., a Delaware corporation ("Williams"), does hereby constitute and appoint WILLIAM G. VON GLAHN, SUZANNE H. COSTIN and SCOTT WELCH their true and lawful attorneys and each of them (with full power to act without the others) their true and lawful attorneys for them and in their name and in their capacity as a director or officer, or both, of Williams, as hereinafter set forth below their signature, to sign a registration statement on Form S-8 for the registration under the Securities Act of 1933, as amended, of Common Stock of Williams issuable to participants in The Williams Companies, Inc. 2002 Incentive Plan and any and all amendments and pre- and post-effective amendments to said registration statement and any and all instruments necessary or incidental in connection therewith; and

THAT the undersigned Williams does hereby constitute and appoint WILLIAM G. VON GLAHN, SUZANNE H. COSTIN and SCOTT WELCH its true and lawful attorneys and each of them (with full power to act without the others) its true and lawful attorney for it and in its name and on its behalf to sign said registration statement and any and all amendments and post-effective amendments thereto and any and all instruments necessary or incidental in connection therewith.

Each of said attorneys shall have full power of substitution and resubstitution, and said attorneys or any of them or any substitute appointed by any of them hereunder shall have full power and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever requisite or necessary to be done in the premises, as fully to all intents and purposes as each of the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts of said attorneys or any of them or of any such substitute pursuant hereto.

IN WITNESS WHEREOF, the undersigned have executed this instrument, all as of the 20th day of January, 2002.

/s/ Steven J. Malcolm

/s/ Jack D. McCarthy

-----  
 Steven J. Malcolm  
 President and Chief Executive  
 Officer  
 (Principal Executive Officer)

-----  
 Jack D. McCarthy  
 Senior Vice President  
 (Principal Financial Officer)

/s/ Gary R. Belitz

/s/ Keith E. Bailey

-----  
 Gary R. Belitz  
 Controller  
 (Principal Accounting Officer)

-----  
 Keith E. Bailey  
 Chairman of the Board

/s/ Hugh M. Chapman

Hugh M. Chapman  
Director

/s/ Glenn A. Cox

Glenn A Cox  
Director

/s/ Thomas H. Cruikshank

Thomas H. Cruikshank  
Director

/s/ William E. Green

William E. Green  
Director

/s/ Ira D. Hall

Ira D. Hall  
Director

/s/ W. R. Howell

W. R. Howell  
Director

/s/ James C. Lewis

James C. Lewis  
Director

/s/ Charles M. Lillis

Charles M. Lillis  
Director

/s/ George A. Lorch

George A. Lorch  
Director

/s/ Frank T. MacInnis

Frank T. MacInnis  
Director

/s/ Steven J. Malcolm

Steven J. Malcolm  
Director

/s/ Gordon R. Parker

Gordon R. Parker  
Director

/s/ Janice D. Stoney

Janice D. Stoney  
Director

/s/ Joseph H. Williams

Joseph H. Williams  
Director

THE WILLIAMS COMPANIES, INC.

By: /s/ William G. von Glahn

William G. von Glahn  
Senior Vice President

ATTEST:

/s/ Suzanne H. Costin

Suzanne H. Costin  
Secretary

## THE WILLIAMS COMPANIES, INC.

## SECRETARY'S CERTIFICATE

I, the undersigned, SUZANNE H. COSTIN, Secretary of THE WILLIAMS COMPANIES, INC., a Delaware corporation (hereinafter called the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company, duly convened and held on January 20, 2002, at which a quorum of said Board was present and acting throughout, the following resolutions were duly adopted:

RESOLVED that, at that recommendation of the Compensation Committee, The Williams Companies, Inc. 1996 Stock Plan, as amended, restated and renamed The Williams Companies, Inc. 2002 Incentive Plan (the "Plan"), be, and it hereby is, adopted substantially in the form presented to the meeting, a copy of which the Secretary of the Company is instructed to mark for identification and file with the records of the Company, effective March 1, 2002, subject to approval by the Company's stockholders.

RESOLVED that the Plan be placed on the agenda for a vote by the stockholders of the Company at the Annual Meeting of the Stockholders of the Company to be held in May 2002.

RESOLVED that, if the Plan is approved by the stockholders in accordance with the terms of the By-laws of the Company at such Annual Meeting ("Stockholder Approved"), authorization be, and hereby is, given for the issuance and sale and/or delivered, from time to time, of up to the number of shares described in Article 4 of the Plan of the Company's authorized but unissued Common Stock, one dollar (\$1.00) par value, and associated preferred stock purchase rights, under the terms and provisions of the Plan.

RESOLVED that, if Stockholder Approved, the officers of the Company be, and they hereby are, authorized to execute and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, a Registration Statement on Form S-8 or other Securities Act registration form as may be considered appropriate, and all amendments and supplements thereto, all required exhibits and documents in connection therewith, and all amendments or supplements thereto with respect to not more than forty million (40,000,000) shares of Common Stock, one dollar (\$1.00) par value, and associated preferred stock purchase rights, of the Company to be delivered to grantees in accordance with the terms and provisions of the Plan, and such indeterminate amount of plan interests constituting separate

securities required to be registered, and to make all such payments and to do or cause to be done all other acts and things as, in their opinion or in the opinion of any of them, may be necessary or desirable and proper in order to effect such filing or in order that such Registration Statement and any such amendment or amendments may become effective and may remain in effect as long as shall be required.

RESOLVED that, if Stockholder Approved, the form of power of attorney submitted to this meeting for use in connection with the execution and filing for and on behalf of the Company of the Registration Statement referred to in the immediately preceding resolution and any amendments or supplements thereto is hereby approved and the Chairman of the Board, the Chief Financial Officer, any Senior Vice President and the Chief Accounting Officer of the Company be, and each of them hereby is, authorized to execute said power of attorney in the form so presented by, for and on behalf of the Company.

RESOLVED that, if Stockholder Approved, the officers of the Company be, and they hereby are, authorized and directed in the name and on behalf of the Company to take any and all action which they may deem necessary or advisable in order to effect the registration or qualification (or exemption therefore) of such securities for issue, offer, sale or trade under the Blue Sky or securities laws of any state of the United States of America or elsewhere, and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorney to receive service of process and other papers and instruments which may be required under such applications, reports, consents to service of process, appointments of attorney to receive service of process and other papers and instruments which may be required under such laws and to take any and all further action which they may deem necessary or advisable in order to maintain any such registration or qualification for as long as they deem necessary or as required by law.

RESOLVED that, if Stockholder Approved, the Chairman of the Board, the President, any Vice President, the Secretary or any Assistant Secretary of this Company be, and they hereby are, authorized to execute and deliver on behalf of this Company applications for the listing of not more than forty million (40,000,000) shares of Common Stock of the Company together with associated preferred stock purchase rights reserved for issuance under the terms of the Plan, on the New York Stock Exchange and the Pacific Stock Exchange and said officers are further authorized to take all such action and to file with such

exchanges all such documents as may be necessary in order to accomplish the same.

RESOLVED that, if Stockholder Approved, the Chairman of the Board, the President, any Senior Vice President, the Secretary or any Assistant Secretary or any one or more of them be, and they hereby are, authorized and empowered to appear before the New York Stock Exchange and the Pacific Stock Exchange or any committees or any representatives of such exchanges with authority to present such applications for listing and to make such changes in such applications or in any amendments relative thereto and to furnish such information in connection therewith as may be necessary or advisable to conform with the requirements for the listing of such Common Stock on said New York Stock Exchange and Pacific Stock Exchange.

RESOLVED that, if Stockholder Approved, EquiServe Trust Company, N.A., transfer agent for the Company, as agent for the transfer of certificates of the Company's Common Stock, one dollar (\$1.00) par value, be, and it hereby is, authorized (1) to record and countersign, as registrar, certificates for shares of Common Stock, one dollar (\$1.00) par value, of the Company to be issued as authorized and/or delivered as authorized under the terms of the Plan; (2) to deliver such certificates when countersigned by such registrar or co-registrar; and (3) from time to time to make transfers of certificates for such shares of Common Stock with the same authority and upon the terms and conditions as to such additional shares of Common Stock as are fully set forth in the resolutions previously adopted by the Board of Directors of the Company with respect to presently outstanding Common Stock of the Company.

RESOLVED that, if Stockholder Approved, EquiServe Trust Company, N.A., as registrar for registration of the Company's Common Stock, one dollar (\$1.00) par value, be, and it hereby is, authorized and directed to record and register transfers of certificates for shares of the Company's Common Stock to be issued as authorized under the terms of the Plan with the same authority and upon the same terms and conditions as to such shares of Common Stock as are fully set forth in resolutions previously adopted by the Board of Directors of the Company with respect to the presently outstanding Common Stock of the Company.

RESOLVED that, if Stockholder Approved, from and after the date of such stockholder approval, no further grants shall be made under The Williams Companies, Inc. Stock Plan for Nonofficer Employees, The Williams Companies, Inc. 1996 Stock Plan for Non-Employee Directors, The Williams International Stock Plan, or under the terms of The Williams Companies, Inc.

1996 Stock Plan prior to its amendment to become the Plan; and that the officers of the Company shall have and each of them hereby is delegated the authority to document and effectuate this Resolution, by amendment to such plans or otherwise, as such officer may deem proper or advisable, without further action of this Board.

RESOLVED that the officers of this Company be, and each of them hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents in the name and on behalf of the Company and under its corporate seal or otherwise and to pay such fees and expenses as shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

I further certify that the foregoing resolutions have not been modified, revoked or rescinded and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of The Williams Companies, Inc. this 4th day of April, 2002.

/s/ SUZANNE H. COSTIN

-----  
Suzanne H. Costin  
Secretary

[SEAL]