## FORM 4

[ ] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

### OMB APPROVAL

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# U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Ad	dress of Reportin	ng Person*  2. :	Issuer Name	and Ticke	er or Trad	ing Sym	bol		Reporting Person(s) k all applicable)						
(Last)	iams Companies, 1  (First)	(Middle) 3.	Number of Reporting Po if an entity	erson,	4. St   Mo 	atement	for /Year	Director X 10% Owner Officer (give title below) Other (specify below)							
0ne	Williams Center (Street)	     	(voluntary)		   5. If   Da	29-30/0  Amendm te of 0 onth/Da	ent, riginal	 							
Tulsa  (City)	OK  (State)	74172     (Zip)						   Form filed by More than One Reporting Person							
	T/	ABLE I - NON-DE	RIVATIVE SEC	CURITIES A	ACQUIRED,	DISPOSE	D OF, OR E	BENEFICIALLY OWNED							
1. Title of Security (Instr. 3)	2. Transaction   Date 	2A. Deemed Execution Date, if any	j Cod		or Dis	ties Ac posed o . 3, 4	f (D)	)  5. Amount of   Securities   Beneficially   Owned -  Following	6. Owner-  7. Nature   ship   of   Form:   Indirect   Direct   Bene-   (D) or   ficial						
	   (Month/Day/   Year)	(Month/Day   Year	Code		Amount			Reported   Transactions(s)	Indirect   Owner-   (I)						
		<b>'</b>	'		<b>'</b>	<sup>'</sup>									
Common Units	08/29/02	 	S 	 	10,000 	D	\$8.0071	 							
Common Units	08/30/02	 	ˈS		10,000 	<sup>'</sup> D 	\$8.0125 	1 ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	D						
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FORM 4 (CONTINUED)

## TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of C Security (Instr. 3)		erivative		Conver- sion or Exercise Price of Deriv- ative Security	į į	Trans- action Date (Month/ Day/ Year)	İ İ	Deemed Execu- tion Date, if any (Month/ Day/ Year)	į	. Trans- action Code (Instr. 8)			Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Ex   cisable   Expirat   Date   (Month/   Year)		and   ion		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			       		
							     			Code				(A)  (D)		Ċі	er-   sable	Expira-  tion e Date		j I	Title	Amount Number Shares	er of İ	     
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	Price   Socurity   Security   Sec	9. Number of   10. Ownership Form   Derivative   of Derivative   Securities   Securities   Beneficially   Beneficially   Owned Following   Owned at End   Reported   of Month   Transaction(s)   (Instr. 4)   (Inst. 4)					e     		11.	In Be	ndir enef ener ener	ec ic sh r.	t ial											
-		-																						

Explanation of Responses:

Cher S. Lawrence,
Attorney-in-Fact for September
The Williams Companies, Inc. 3, 2002
Signature of Reporting Person\*\*

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

Note: File three copies of this form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(Print or Type Responses)