

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 5, 1995

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(PURSUANT TO SECTION 13(E) OF
THE SECURITIES EXCHANGE ACT OF 1934)

THE WILLIAMS COMPANIES, INC.
(NAME OF ISSUER)

THE WILLIAMS COMPANIES, INC.
(NAME OF PERSON(S) FILING STATEMENT)

\$2.21 CUMULATIVE PREFERRED STOCK
(TITLE OF CLASS OF SECURITIES)

969457 40 7
(CUSIP NUMBER OF CLASS OF SECURITIES)

J. FURMAN LEWIS, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
THE WILLIAMS COMPANIES, INC.
ONE WILLIAMS CENTER
TULSA, OKLAHOMA 74172
(918) 588-2000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON
BEHALF OF THE PERSON(S) FILING STATEMENT)

Copy To:
KEITH L. KEARNEY, ESQ.
DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 450-4000

This statement is filed in connection with (check the appropriate box):

- a. / / The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. / / The filing of a registration statement under the Securities Act of 1933.
- c. /X/ A tender offer.
- d. / / None of the above.

Check the following box if soliciting materials or an information statement referred to in checking box (a) are preliminary copies: / /

CALCULATION OF FILING FEE

TRANSACTION VALUATION

AMOUNT OF FILING FEE

N/A

N/A

/X/ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which this offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or

schedule and the date of its filing.

Amount previously paid: \$32,232.79
Form or registration no.: 33-60397

Filing Party: The Williams Companies, Inc.
Date Filed: June 20, 1995

This Rule 13e-3 Transaction Statement (the "Statement") relates to the offer by The Williams Companies, Inc., a Delaware corporation (the "Company"), pursuant to its Offer to Exchange dated July 25, 1995 (the "Offer to Exchange"), to exchange any and all of its \$2.21 Cumulative Preferred Stock for 9.60% Quarterly Income Capital Securities (the "Debentures") (Subordinated Debentures, Due 2025) (Providing for a Late Payment Penalty to be Paid by the Company in the Event of a Late Payment Period).

The cross reference sheets on the following pages are being supplied pursuant to General Instruction F to Schedule 13E-3 and show the location of the information required to be included in response to the items of this Statement (a) in the Issuer Tender Offer Statement on Schedule 13E-4 (the "Schedule 13E-4") filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof and (b) in the Registration Statement on Form S-4 (File No. 33-60397), including the Prospectus, dated July 25, 1995 (as amended and together with the supplements thereto and the exhibits thereto identified therein, the "Exchange Offer Statement") filed by the Company with the Commission under Rule 424(b) of the Securities Act of 1933 on July 26, 1995. The information set forth in (i) the Schedule 13E-4, which is attached hereto as Exhibit (g), including all exhibits thereto, and (ii) the Exchange Offer Statement, which is attached hereto as Exhibit (d)(1), including all exhibits thereto, are each expressly incorporated by reference and responses to each item herein are qualified in their entirety by the provisions of the Schedule 13E-4 and of the Exchange Offer Statement.

CROSS REFERENCE SHEET
TO SCHEDULE 13E-4

ITEM IN SCHEDULE 13E-3	WHERE LOCATED IN SCHEDULE 13E-4
Item 1(a)	Item 1(a)
Item 1(b)	Item 1(b)
Item 1(c)	Item 1(c)
Item 1(d)	*
Item 1(e)	*
Item 1(f)	*
Item 2(a)	*
Item 2(b)	*
Item 2(c)	*
Item 2(d)	*
Item 2(e)	*
Item 2(f)	*
Item 2(g)	*
Item 3(a)(1)	*
Item 3(a)(2)	*
Item 3(b)	*
Item 4(a)	*
Item 4(b)	*
Item 5(a)	Item 3(b)
Item 5(b)	Item 3(c)
Item 5(c)	Item 3(d)
Item 5(d)	Item 3(e)
Item 5(e)	Item 3(f)
Item 5(f)	Item 3(i)
Item 5(g)	Item 3(j)
Item 6(a)	Item 2(a)
Item 6(b)	*
Item 6(c)	Item 3
Item 6(d)	*
Item 7(a)	*
Item 7(b)	*
Item 7(c)	*
Item 7(d)	*
Item 8(a)	*
Item 8(b)	*
Item 8(c)	*
Item 8(d)	*
Item 8(e)	*
Item 8(f)	*
Item 9(a)	*
Item 9(b)	*
Item 9(c)	*
Item 10(a)	*
Item 10(b)	*

ITEM IN
SCHEDULE 13E-3

WHERE LOCATED IN
SCHEDULE 13E-4

ITEM IN SCHEDULE 13E-3	WHERE LOCATED IN SCHEDULE 13E-4
Item 11.....	*
Item 12(a).....	*
Item 12(b).....	*
Item 13(a).....	*
Item 13(b).....	*
Item 13(c).....	*
Item 14(a).....	Item 7(a)
Item 14(b).....	Item 7(b)
Item 15(a).....	*
Item 15(b).....	Item 6
Item 16.....	Item 8(e)
Item 17(a).....	Item 9(b)
Item 17(b).....	*
Item 17(c).....	Item 9(c)
Item 17(d).....	Item 9(a)
Item 17(e).....	*
Item 17(f).....	Item 9(f)

* The item is located in the Schedule 13E-3 only.

CROSS REFERENCE SHEET
TO EXCHANGE OFFER STATEMENT

ITEM IN
SCHEDULE 13E-3

WHERE LOCATED IN
EXCHANGE OFFER STATEMENT

ITEM IN SCHEDULE 13E-3	WHERE LOCATED IN EXCHANGE OFFER STATEMENT
Item 1(a).....	Front cover page
Item 1(b).....	Cover page of Offer to Exchange; Risk Factors; Market and Trading Information
Item 1(c).....	Market and Trading Information
Item 1(d).....	Market and Trading Information
Item 1(e).....	Transactions and Arrangements Concerning the Shares of the Preferred Stock
Item 1(f)	Transactions and Arrangements Concerning Shares of the Preferred Stock
Item 2(a).....	Not Applicable
Item 2(b).....	Not Applicable
Item 2(c).....	Not Applicable
Item 2(d).....	Not Applicable
Item 2(e).....	Not Applicable
Item 2(f)	Not Applicable
Item 2(g).....	Not Applicable
Item 3(a)(1).....	Not Applicable
Item 3(a)(2).....	Not Applicable
Item 3(b).....	Not Applicable
Item 4(a).....	Risk Factors; The Exchange Offer
Item 4(b).....	None
Item 5(a).....	Risk Factors
Item 5(b).....	Risk Factors
Item 5(c).....	Risk Factors
Item 5(d).....	Risk Factors
Item 5(e).....	Risk Factors
Item 5(f)	Risk Factors
Item 5(g).....	Risk Factors
Item 6(a).....	The Exchange Offer
Item 6(b).....	The Exchange Offer
Item 6(c).....	Not Applicable
Item 6(d).....	Not Applicable
Item 7(a).....	Special Factors
Item 7(b).....	Not Applicable
Item 7(c).....	Special Factors
Item 7(d).....	Prospectus Summary; Special Factors
Item 8(a).....	Special Factors
Item 8(b).....	Special Factors
Item 8(c).....	Risk Factors; The Exchange Offer; Special Factors
Item 8(d).....	Special Factors
Item 8(e).....	Special Factors
Item 8(f)	Not Applicable
Item 9(a).....	Special Factors
Item 9(b).....	Not Applicable
Item 9(c).....	Not Applicable
Item 10(a).....	Transactions and Arrangements Concerning the Shares of the Preferred Stock

ITEM IN
SCHEDULE 13E-3

WHERE LOCATED IN
EXCHANGE OFFER STATEMENT

ITEM IN SCHEDULE 13E-3	WHERE LOCATED IN EXCHANGE OFFER STATEMENT
Item 10(b).....	Transactions and Arrangements Concerning the Shares of the Preferred Stock
Item 11.....	Transactions and Arrangements Concerning the Shares of the Preferred Stock
Item 12(a).....	Transactions and Arrangements Concerning the Shares of the Preferred Stock Transactions
Item 12(b).....	Special Factors
Item 13(a).....	Risk Factors
Item 13(b).....	Not Applicable
Item 13(c).....	Special Factors
Item 14(a).....	Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements
Item 14(b).....	Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements
Item 15(a).....	None
Item 15(b).....	The Exchange Offer
Item 16.....	Offer to Exchange; Letter of Transmittal
Item 17(a).....	Not Applicable
Item 17(b).....	Not Applicable
Item 17(c).....	Not Applicable
Item 17(d).....	Exhibits
Item 17(e).....	Not Applicable
Item 17(f).....	Exhibits

ITEM 1. ISSUER AND CLASS OF SECURITY SUBJECT TO THE TRANSACTION.

(a) The name of the issuer is The Williams Companies, Inc., a Delaware corporation (the "Company"), which has its principal executive offices at One Williams Center, Tulsa, Oklahoma 74172 (Telephone Number (918) 588-2000).

(b) The information set forth in the front cover page, "Risk Factors" and "Market and Trading Information" of the Offer to Exchange dated July 25, 1995 (the "Offer to Exchange"), a copy of which is attached hereto as Exhibit (d)(1), is incorporated herein by reference.

(c)-(d) The information set forth in "Market and Trading Information" of the Offer to Exchange is incorporated herein by reference.

(e)-(f) The information set forth in "Transactions and Arrangements Concerning the Shares of the Preferred Stock" of the Offer to Exchange is incorporated herein by reference.

ITEM 2. IDENTITY AND BACKGROUND.

The issuer is the party filing this Schedule.

(a)-(g) Not applicable.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS.

(a) Not applicable.

(b) Except for the consideration by the Company of the advantages of making this Exchange Offer, there have been no contacts or negotiations concerning any transactions between any affiliates of the issuer concerning, or between the issuer or any of its affiliates and any person who would have a direct interest in, a merger, consolidation or acquisition, a tender offer for or other acquisition of securities of any class of the issuer, an election of directors of the issuer or a sale or other transfer of a material amount of assets of the issuer and its subsidiaries which have been entered into or which have occurred since the commencement of the issuer's second full fiscal year preceding the date of this Schedule.

ITEM 4. TERMS OF THE TRANSACTION.

(a) The information set forth in "Special Factors" and "The Exchange Offer" of the Offer to Exchange is incorporated herein by reference.

(b) None.

ITEM 5. PLANS OR PROPOSALS OF THE ISSUER OR AFFILIATE.

(a)-(g) The information set forth in "Risk Factors" of the Offer to Exchange is incorporated herein by reference.

ITEM 6. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION.

(a)-(b) The information set forth in "The Exchange Offer -- Dealer Managers", "-- Fees and Expenses; Transfer Taxes" and "-- Exchange Agent and Information Agent" of the Offer to Exchange is incorporated herein by reference.

(c)-(d) Not applicable.

ITEM 7. PURPOSE(S), ALTERNATIVES, REASONS AND EFFECTS.

(a) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

(b) Not applicable.

(c) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

(d) The information set forth in "Prospectus Summary", "-- Comparison of Debentures and the Preferred Stock", "Special Factors" of the Offer to Exchange is incorporated herein by reference.

ITEM 8. FAIRNESS OF THE TRANSACTION.

(a)-(b) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

(c) The information set forth in "Risk Factors" and "The Exchange Offer -- General," "-- Expiration; Extension; Termination; Amendment" and "-- Conditions of the Exchange Offer" is incorporated herein by reference.

(d)-(e) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

(f) Not applicable.

ITEM 9. REPORTS, OPINIONS, APPRAISALS AND CERTAIN NEGOTIATIONS.

(a) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

(b)-(c) Not applicable.

ITEM 10. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) The information set forth in "Transactions and Arrangements Concerning the Shares of the Preferred Stock" of the Offer to Exchange is incorporated herein by reference.

ITEM 11. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO THE ISSUER'S SECURITIES.

The information set forth in "Transactions and Arrangements Concerning the Shares of the Preferred Stock" of the Offer to Exchange is incorporated herein by reference.

ITEM 12. PRESENT INTENTION AND RECOMMENDATION OF CERTAIN PERSONS WITH REGARD TO THE TRANSACTION.

(a) The information set forth in "Transactions and Arrangements Concerning the Shares of the Preferred Stock" of the Offer to Exchange is incorporated herein by reference.

(b) The information set forth in the front cover page and "Special Factors" of the Offer to Exchange is incorporated herein by reference.

ITEM 13. OTHER PROVISIONS OF THE TRANSACTION.

(a) The information set forth in "Risk Factors" of the Offer to Exchange is incorporated herein by reference.

(b) Not applicable.

(c) The information set forth in "Special Factors" of the Offer to Exchange is incorporated herein by reference.

ITEM 14. FINANCIAL INFORMATION.

(a-b) The information set forth in "Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements" and in the Company's Annual Report on Form 10-K for the year ended December 31, 1994 and the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1995,

incorporated in "Incorporation of Certain Documents by Reference", of the Offer to Exchange is incorporated herein by reference.

ITEM 15. PERSONS AND ASSETS EMPLOYED, RETAINED OR UTILIZED.

(a) None.

(b) The information set forth in the front cover page, "The Exchange Offer -- Dealer Managers", "-- Fees and Expenses; Transfer Taxes", "-- Dealer Managers" and "-- Exchange Agent and Information Agent" of the Offer to Exchange is incorporated herein by reference.

ITEM 16. ADDITIONAL INFORMATION.

Reference is hereby made to the Offer to Exchange and the Letter of Transmittal, copies of which are attached as Exhibits (d)(1) and (d)(2), respectively, and incorporated in their entirety by reference.

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- * (d)(1) Form of Offer to Exchange dated July 25, 1995.
- * (d)(2) Form of Letter of Transmittal.
- * (d)(3) Form of Notice of Guaranteed Delivery.
- * (d)(4) Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees dated July 25, 1995.
- * (d)(5) Form of letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees dated July 25, 1995.
- * (d)(6) Form of Letter to holders of shares of Preferred Stock dated July 25, 1995.
- * (d)(7) Press Release dated May 16, 1995.
- * (d)(8) Form of summary advertisement dated July 25, 1995.
- * (d)(9) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (e) Not applicable.
- * (f) Form of Questions and Answers Sheet to be sent to holders of shares of the Preferred Stock and to be used by Brokers, Dealers, Commercial Banks, Trust Companies and other nominees in responding to inquiries from their clients.
- * (g)(1) Issuer Tender Offer Statement on Schedule 13E-4.
- * (g)(2) Amendment No. 1 to Issuer Tender Offer Statement on Schedule 13E-4.
- * (g)(3) Amendment No. 2 to Issuer Tender Offer Statement on Schedule 13E-4.
- (g)(4) Amendment No. 3 to Issuer Tender Offer Statement on Schedule 13E-4.

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* Previously filed.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

THE WILLIAMS COMPANIES, INC.

By: /s/ JAMES R. HERBSTER

James R. Herbster

Senior Vice President

Dated: September 5, 1995