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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 19, 2005

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-4174

73-0569878

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

One Williams Center, Tulsa, Oklahoma

74172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

918-573-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On September 19, 2005, The Williams Companies, Inc. ("Williams") announced that it has reached an agreement to settle litigation filed in 2002 under the Employee Retirement Income Security Act against Williams, its board of directors as well as members of Williams' investment and benefits committee.

The settlement, which is subject to court approval and certain other conditions, provides for Williams to pay \$55 million to the plaintiffs. Of that amount, \$50 million is covered and will be paid by insurance.

A copy of the press release announcing the same is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01 Financial Statements and Exhibits.

- a) None
- b) None
- c) Exhibits

Exhibit 99.1 Copy of press release dated September 19, 2005, publicly reporting the matters discussed herein, furnished pursuant to Item 8.01.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Williams Companies, Inc.

September 20, 2005

By: *Brian K. Shore*

Name: Brian K. Shore
Title: Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued September 19, 2005

NYSE: WMB

Date: Sept. 19, 2005

Williams Reaches Agreement to Settle ERISA Class-Action Litigation

TULSA, Okla. – Williams (NYSE:WMB) today announced that it has reached an agreement to settle litigation filed in 2002 under the Employee Retirement Income Security Act against the company, its board of directors as well as members of the company’s investment and benefits committees.

The plaintiffs are individuals who participated in the company’s 401(k) retirement plan during a period that began July 24, 2000.

The settlement, which is subject to court approval and certain other conditions, provides for Williams to pay \$55 million to plaintiffs. Of that amount, \$50 million is covered and will be paid by insurance.

In the lawsuit, plaintiffs alleged that the defendants breached their fiduciary duties to 401(k) plan participants related to investments in the common stock of Williams and Williams’ former subsidiary, Williams Communications Group.

As part of the settlement, plaintiffs will release all defendants from claims related directly or indirectly to the suit and company’s 401(k) plan.

The company’s 401(k) retirement plan that is, in part, the subject of today’s announced settlement continues to be under investigation by the U.S. Department of Labor.

About Williams (NYSE:WMB)

Williams, through its subsidiaries, primarily finds, produces, gathers, processes and transports natural gas. The company also manages a wholesale power business. Williams’ operations are concentrated in the Pacific Northwest, Rocky Mountains, Gulf Coast, Southern California and Eastern Seaboard. More information is at <http://www.williams.com>.

Contact: Julie Gentz
Williams (media relations)
(918) 573-3053
Karl Meyer
Williams (investor relations)
(918) 573-4395

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Portions of this document may constitute “forward-looking statements” as defined by federal law. Although the company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Reform Act of 1995. Additional information about issues that could lead to material changes in performance is contained in the company’s annual reports filed with the Securities and Exchange Commission.