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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	0
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

				0	r Sect	ion 30(h) (of the	Ínve	vestment	Com	npany Act	of 194	40						
1. Name and Address of Reporting Person* WRIGHT PHILLIP D						2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB]									eck all applie Directo	cable) or	10% Ow		ner
(Last) (First) (Middle) ONE WILLIAMS CENTER					3. Date of Earliest Transaction (Month/Day/Year) 02/25/2005										below)		below)		
				4.	If Am	endment, I	Date	of O	Driginal F	iled	(Month/Da	ay/Yea	ar)	Line) K Form f Form f	iled by One iled by Mor	e Repo	orting Perso	n
	Tab	ole I - Noi	n-Deriv	/ativ	e Se	ecurities	s Ac	qui	iired, I	Disp	osed o	of, or	Ben	eficiall	y Owned				
Date						Execution if any	Execution Date, f any		, Transaction Dispo Code (Instr. 5)						Securitie Benefici Owned F	ties F cially (d Following (r Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount			Price	Transact	tion(s)			(1150. 4)
	-								,		,				Owned		-		
Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		Transa Code (ode (Instr. Derivative			Exp	6. Date Exercisable and Expiration Date (Month/Day/Year)				ecuritie erlying vative S	s ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Conversion or Exercise Price of Derivative	ILLIAMS CENTER (First) ILLIAMS CENTER OK (State) Tak Security (Instr. 3) 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	HT PHILLIP D (First) (Middle) ILLIAMS CENTER OK 74172 (State) (Zip) Table I - Nor Security (Instr. 3) Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day	HT PHILLIP D (First) (Middle) ILLIAMS CENTER OK 74172 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans Date (Month/ Table II - Non-Deriv Security (Instr. 3) Z. Trans Clone (e.g., p Table II - Deriva (e.g., p (Month/Day/Year) Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) Price of Derivative Month/Day/Year) 4	and Address of Reporting Person* 2. HT PHILLIP D M (First) (Middle) ILLIAMS CENTER 3. OK 74172 (State) (Zip) Table I - Non-Derivative Conversion or Exercise Price of Derivative 3. Transaction or Exercise Price of Derivative 3. Transaction (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	and Address of Reporting Person* 2. Issue HT PHILLIP D	and Address of Reporting Person* 2. Issuer Name ar WILLIAMS (First) (Middle) (Erst) (Middle) ILLIAMS CENTER 3. Date of Earliest 02/25/2005 OK 74172 (State) (Zip) Table I - Non-Derivative Securities Security (Instr. 3) Z. Transaction Date (Month/Day/Year) Or Earliest 02/25/2005 A If Amendment, OK Table I - Non-Derivative Securities Security (Instr. 3) Z. Transaction Date (Month/Day/Year) Or Exercise (e.g., puts, calls, warr Or Exercise (e.g., puts, calls, warr Or Exercise (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) Security Security A. Deemed Execution Date, if any (Month/Day/Year) Security A. Deemed Execution Date, if any (Month/Day/Year) Security Security Security Secu	and Address of Reporting Person* 2. Issuer Name and Tic HT PHILLIP D (Middle) (First) (Middle) ILLIAMS CENTER 3. Date of Earliest Tran OK 74172 (State) (Zip) Table I - Non-Derivative Securities Action Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (A) or Disposed of (D) (Instr. 3. Transaction Date (A) or Disposed of (D) (Instr.	and Address of Reporting Person* 2. Issuer Name and Ticker HT PHILLIP D (Middle) (First) (Middle) ILLIAMS CENTER 3. Date of Earliest Transactor OK 74172 (State) (Zip) Table I - Non-Derivative Securities Acque Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Derivative Securities Acquir (e.g., puts, calls, warrants, contexprise of Derivative Securities Acquir (A) or Disposed of (D) (Instr. 2. Conversion of Exercise Price of Derivative Securities 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (A) or Disposed of (D) (Instr.	and Address of Reporting Person* 2. Issuer Name and Ticker or Tradi HT PHILLIP D (Middle) (First) (Middle) ILLIAMS CENTER 3. Date of Earliest Transaction (Mod 02/25/2005 OK 74172 (State) (Zip) Table I - Non-Derivative Securities Acquired, I Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Trable II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options) Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options) 2. Conversion Or Exercise Price of Derivative Securities Acquired, Di (Month/Day/Year) 3. Transaction Date price of Derivative Securities Acquired, Di (Month/Day/Year) 3. Transaction Date price of Derivative Securities Acquired, Di code (Instr. B) 3. Transaction Date price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3. Transaction Date price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3. Transaction Date price of Derivative Securities Acquired (A) or Disposed of (D) (Instr.	and Address of Reporting Person* 2. Issuer Name and Ticker or Trading S HT PHILLIP D (Middle) (First) (Middle) ILLIAMS CENTER 3. Date of Earliest Transaction (Month/D 02/25/2005 OK 74172 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disp Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Table II - Derivative Securities Acquired, Disp Code v Table II - Derivative Securities Acquired, Disponet (Portion Date, if any (Month/Day/Year) 0 3. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Date (Month/Day/Year) 2. Conversion Or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 6. Date Exercise Expiration Date, if any (Month/Day/Year) 6. Date Exercise (Month/Day/Year) 3. Transaction Date privative Securities Acquired (A) or Disposed of (D) (Instr. 6. Date Exercise Acquired (A) or Disposed of (D) (Instr. 6. Date Exercise Acquired (A) or Disposed of (D) (Instr.	Address of Reporting Person* HT PHILLIP D 2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [(First) (Middle) ILLIAMS CENTER 3. Date of Earliest Transaction (Month/Day/Year) OK 74172 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3) 2. Transaction Date Price of Perivative Security 2. Transaction Date (Month/Day/Year) 3. 2. Transaction Date (Month/Day/Year) 3. 3. Code (Instr. 5) 2. Coversion Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execurities Acquired, Disposed of of Derivative Securities Acquired (Month/Day/Year)	and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol HT PHILLIP D WILLIAMS COMPANIES INC [WM (First) (Middle) 1LLIAMS CENTER 3. Date of Earliest Transaction (Month/Day/Year) OK 74172 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Table II - Derivative Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible securities of or gerivative securities acquired display (Month/Day/Year) 2. Conversion or Eversion Price of Date (Month/Day/Year) 3. Date of Clinstr. Sign (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Date of Clinstr. Sign (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Date of Clinstr. Sign (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, for y (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 5. Number of Date (Month/Day/Year)	In Address of Reporting Person WILLIAMS COMPANIES INC [WMB] (First) (Middle) (Erst) (Middle) ILLIAMS CENTER 3. Date of Earliest Transaction (Month/Day/Year) OK 74172 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Bend (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3) 3. Acquired Disposed of (D) (Instr. 3) 2. Trable II - Derivative Securities Acquired, Disposed of, or Benef (e.g., puts, calls, warrants, options, convertible securi of Exercise Price of Derivative Securities 3. Transaction Code (Instr. 8) 3. Accemed Execution Date, if any (Month/Day/Year) 5. Number of Derivative B) 6. Date Exercisable and (Month/Day/Year) 7. Tite and of Securities Acquired for Disposed of (D) (Instr. 3)	and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 5. R (Che Che Che Che Che Che Che Che Che Che	Address of Reporting Person* HT PHILLIP D 2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB] 5. Relationship of (Check all applic Direct X (First) (Middle) (Eirst) (Middle) 0K 74172 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Date (Month/Day/Year) 2. Transaction Date or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Transaction Code (nstr. 3) 5. Adeumant Security (Month/Day/Year) 5. Adeumant Securities (Month/Day/Year) 7. Title and Amount Of Securities (Month/Day/Year)	address of Reporting Person* HT PHILLIP D 2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB] 5. Relationship of Reporting (Check all applicable) Director (First) (Middle) (First) (Middle) 0K 74172 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date Price of Berivative Security 2. Transaction Date (Month/Day/Year) 2. A. Deemed Leventine Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 5. Amount of Securities Acquired, Disposed of (O) (Instr. 3, 4 and Beneficially Owned Following Reported Transaction Date, if any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. A. Deemed Leventine Bactorin Date, if any (Month/Day/Year) 3. A. Deemed Leventine Bactorin Date, if any (Month/Day/Year) 5. Number Perivative Bisposed of (O) (Instr. 3, and 4) 5. Amount of Securities (Instr. 3 and 4)	and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person* HT PHILLIP D WILLIAMS COMPANIES INC [WMB] 5. Relationship of Reporting Person* (First) (Middle) 11LIAMS CENTER 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person* 0K 74172 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date 2. Transaction Date 0K 7. Transaction Date 0K 7. Transaction Date 0K 8. Deemed 2. Transaction Price of Date 5. Number of Cole (Instr. 3) 2. Torversion or precision of percevision Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities 5. Number of Cole (Instr. 3) 2. Transaction Date 5. Number of Date 6. Date Execurities Acquired, Month/Day/Year) 5. S. Transaction Cole (Instr. 3) 5. Number of Cole (Instr. 3) 2. Table II - Derivative Securities Acquired, Month/Day/Year) 5. Number of Date (Month/Day/Year) 5. Amount of Securities Acqui	Address of Reporting Person* HT PHILLIP D (First) 2. Issuer Name and Ticker or Trading Symbol WILLIAMS COMPANIES INC [WMB] 5. Relationship of Reporting Person(s) to Iss (Check all applicable) (First) (Middle) (LIAMS CENTER 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Iss (Check all applicable) OK 74172 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Date (Month/Day/Year) Zate of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Line) 5. Amount of Scurities Acquired (A) or Disposed of (D) (Instr. 3; 4 and Disposed of (D) (Instr. 3; 4 and Disposed of (D) (Instr. 3; 4 and Date (Month/Day/Year) 6. Ownership form: Direct Or Scurities Acquired (Month/Day/Year) 6. Date Exercisable and Or Scurities Acquired (Month/Day/Year) 5. Number of Date (Month/Day/Year) 5. Source Scurities (Month/Day/Year) 5. Amount of Scurities (Month/Day/Year) 6. Porce of Scurities (Month/Day/Year) 8. Price of Scurities (Month/Day/Year) 8. Price of Scurit

Date

Exercisable

02/25/2008

03/15/2008

02/25/2006

02/25/2007

02/25/2008

(D)

Expiration

02/25/2008

03/15/2008

02/25/2015

02/25/2015

02/25/2015

Title

Commor

Stock

Common

Stock

Commor

Stock

Commor

Stock

Common

Stock

Date

Buy)

\$19.29

\$19.29

\$19.29

\$19.29

\$19.29

02/25/2005

02/25/2005

02/25/2005

02/25/2005

02/25/2005

Explanation of Responses:

1. Vesting subject to reporting person's continued employment with the Company and compensation committee certification that the Company has met performance measures over a three year period. The committee will establish the specific performance measures in the first 90 days of each year.

Remarks:

Deferred

Employee Options

(Right to

(Right to

(Right to

Buy) Employee Options

Buy) Employee Options

Stock Deferred Stock⁽¹⁾

Cher S. Lawrence, Attorney-in-03/01/2005

Fact for Phillip D. Wright

** Signature of Reporting Person Date

Number

Shares

12,023

24,971

13,334

13,333

13,333

\$19.29

\$19.29

\$19.29

\$19.29

\$19.29

68,866

93,837

579 352

592,685

606.018

D

D

D

D

D

of

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).

Code v

A

А

Α

A

Α

(A)

12,023

24,971

13 334

13.333

13.333

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.