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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 4

## 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(h) of the Investment Company Act of 1940

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

•	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	The Williams Companies, Inc.	Williams Coal Seam Gas Royalty Trust (WTU)		_	
	One Williams Center	4.	Statement for Month/Day/Year October 25, 2002	5.	If Amendment, Date of Original (Month/Day/Year)
_	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	- 7.	Individual or Joint/Group Filing (Check Applicable Line)
	Tulsa, OK 74172		O Director 🛛 10% Owner		
	(City) (State) (Zip)		<ul><li>Officer (give title below)</li><li>Other (specify below)</li></ul>		O Form filed by More than One 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).

Title of Security 2. (Instr. 3)	Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)		4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v		Amount	(A) or (D)	Price					
Common Units	10/25/02		S			6,800	D	\$7.3403					
Common Units	10/28/02		S			700	D	\$7.3400		57,300		D	

Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)		5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
								Code	V		(A)	(D)

								d, Disposed of, or Beneficially nts, options, convertible securit		— Continued		
6.	Date Exercisal Expiration Da (Month/Day/Ye	te	7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date		Amount or Number of Title Shares								
_												
_			_		_		_					
Ex	planation of	Responses	:									
			C	Cher S. Lawrence, At Williams Co			Γhe	Octobe	r 29, 20	02		
				**Signature of I	Repo	rting Person			Date			
			_									

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

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).