

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

FORM 8-A

REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-4174

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(state of incorporation or organization) 73-0569878
(IRS Employer
Identification Number)

One Williams Center, Tulsa, Oklahoma 74172
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Series A Junior Participating Preferred Stock Purchase Rights	New York Stock Exchange Pacific Stock Exchange
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If this Form relates to the registration of a class of debt securities
and is effective upon filing pursuant to General Instruction A.(c)(1),
please check the following box. []

If this Form relates to the registration of a class of debt securities
and is to be come effective simultaneously with the effectiveness of a
concurrent registration statement under the Securities Act of 1933 pursuant
to General Instruction A.(c)(2), please check the following box. []

Securities to be registered pursuant to Section 12(g) of the Act:

None

ITEM 1. Description of Registrant's Securities to Be Registered

The description provided under Item 5 from the Registrant's Form 8-K
dated January 24, 1996 is hereby incorporated by reference.

ITEM 2. Exhibits

1. Rights Agreement dated as of February , 1996 between
The Williams Companies, Inc. and First Chicago Trust Company
of New York, as Rights Agent (filed as Exhibit 4 to Item 7
of Registrant's 8-K, dated January 24, 1996 and incorporated
by reference herein).
2. Press Release dated January 22, 1996 (filed as Exhibit 99 to
Item 7 of Registrant's 8-K, dated January 24, 1996, and
incorporated by reference herein).

Pursuant to the requirements of Section 12 of the Securities Exchange
Act of 1934, the registrant has duly caused this registration statement to
be signed on its behalf by the undersigned, thereto duly authorized.

The Williams Companies, Inc.

Date: February 2, 1996

By: /s/ David M. Higbee

David M. Higbee
Corporate Secretary