

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) 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)

One Williams Center, Tulsa, Oklahoma 74172 Tel. (918) 588-2000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Preferred Stock Purchase Rights*
(Title of each class of securities covered by this Form)

Common Stock, \$1.00 par value; \$2.21 Preferred Stock, \$1.00 par value

(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	()	Rule 12h-3(b)(1)(i)	(X)
Rule 12g-4(a)(1)(ii)	()	Rule 12h-3(b)(1)(ii)	()
Rule 12g-4(a)(2)(i)	()	Rule 12h-3(b)(2)(i)	()
Rule 12g-4(a)(2)(ii)	()	Rule 12h-3(b)(2)(ii)	()
		Rule 15d-6	(X)

Approximate number of holders of record as of the certification or
notice date: 12,200

Pursuant to the requirements of the Securities Exchange Act of 1934
The Williams Companies, Inc. has caused this certification/notice to be
signed on its behalf by the undersigned duly authorized person.

Date: February 8, 1996

By: /s/ DAVID M. HIGBEE

David M. Higbee
Corporate Secretary

*Issued pursuant to the Amended and Restated Rights Agreement, dated
as of July 12, 1988, between The Williams Companies, Inc. and Morgan
Guaranty Trust Company of New York.