

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

WILLIAMS ENERGY PARTNERS L.P.

-----

(Name of Issuer)

COMMON UNITS

-----

(Title of Class of Securities)

969491 10 9

-----

(CUSIP Number)

CRAIG RICH  
WILLIAMS GP LLC  
ONE WILLIAMS CENTER  
TULSA, OKLAHOMA 74172  
TEL: (918) 573-2000

-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

FEBRUARY 9, 2001

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(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

(Continued on following pages)

CUSIP No. 969491 10 9

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

WILLIAMS ENERGY SERVICES, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00, SEE ITEM 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE, UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

8 SHARED VOTING POWER\*

757,193 COMMON UNITS

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER\*

757,193 COMMON UNITS

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

757,193 COMMON UNITS\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.3%

14 TYPE OF REPORTING PERSON

HC, LIMITED LIABILITY COMPANY

\* Williams Energy Services, LLC also holds 4,589,193 subordinated units representing limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-48866), incorporated herein by reference.

CUSIP No. 969491 10 9

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

WILLIAMS NATURAL GAS LIQUIDS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00, SEE ITEM 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE, UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

8 SHARED VOTING POWER\*

322,501 COMMON UNITS

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER\*

322,501 COMMON UNITS

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

322,501 COMMON UNITS\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING PERSON

HC, CORPORATION

\* Williams Natural Gas Liquids, Inc. also holds 1,090,501 subordinated units representing limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-48866), incorporated herein by reference.

CUSIP No. 969491 10 9

-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

THE WILLIAMS COMPANIES, INC.

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS  
 00, SEE ITEM 3

-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE, UNITED STATES

-----  
 NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY  
 OWNED BY EACH  
 REPORTING PERSON

-0-

WITH 8 SHARED VOTING POWER\*

1,079,694 COMMON UNITS

-----  
 9 SOLE DISPOSITIVE POWER

-0-

-----  
 10 SHARED DISPOSITIVE POWER\*

1,079,694 COMMON UNITS

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,079,694 COMMON UNITS\*

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
 EXCLUDES CERTAIN SHARES [ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.0%

-----  
 14 TYPE OF REPORTING PERSON

HC, CORPORATION

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 \* Includes 757,193 and 322,501 Common Units held by Williams Energy Services, LLC, a wholly owned limited liability company of The Williams Companies, Inc. and by Williams Natural Gas Liquids, Inc., a wholly owned subsidiary of The Williams Companies, Inc., respectively. Williams Energy Services, LLC and Williams Natural Gas Liquids, Inc. also hold 4,589,193 and 1,090,501 subordinated units representing limited partner interests, respectively, in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-46688), incorporated herein by reference.

## ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D is being filed by Williams Energy Services, LLC, Williams Natural Gas Liquids, Inc. and The Williams Companies, Inc. (collectively, the "Reporting Persons"), who comprise a group under Rule 13d-5(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This statement relates to the common units representing limited partner interests (the "Common Units"), of Williams Energy Partners, L.P., a Delaware limited partnership (the "Partnership"), which has its principal executive offices at One Williams Center, Tulsa, Oklahoma 74172.

## ITEM 2. IDENTITY AND BACKGROUND

- (a) Name of Person(s) Filing this Statement (the "Reporting Persons"):
- (1) Williams Energy Services, LLC, a limited liability company organized under the laws of the State of Delaware
  - (2) Williams Natural Gas Liquids, Inc., a corporation formed under the laws of the State of Delaware
  - (3) The Williams Companies, Inc., a corporation formed under the laws of the State of Delaware
- (b) Business Address of Reporting Persons:
- The principal business address of the Reporting Persons is One Williams Center, Tulsa, Oklahoma 74172.
- (c) Present Principal Occupation or Employment:
- (1) The Williams Companies, Inc. is an integrated energy and communications company.
  - (2) Williams Energy Services, LLC provides energy price-risk management services and engages in retail and wholesale marketing activities.
  - (3) Williams Natural Gas Liquids, Inc. engages in gas products marketing.

Pursuant to Instruction C to Schedule 13D of the Exchange Act, information regarding the directors and executive officers of the Reporting Persons follows:

Board of Directors and Executive Officers of Williams Energy Services, LLC

Name -----	Business Address -----	Position -----	Principal Occupation/ Employment -----
Keith E. Bailey	*	Director	**
John C. Bumgarner, Jr.	*	Director	**
Howard E. Janzen	*	Director	**
Michael P. Johnson	*	Director	**
Steven J. Malcolm	*	Director, Chairman of the Board, President & Chief Financial Officer	**
Jack D. McCarthy	*	Director	**
Cuba Wadlington, Jr.	*	Director	**
Stephen R. Springer	*	Senior Vice President and General Manager	**
Williams E. Hobbs	*	Senior Vice President and General Manager	**
Phillips J. Chesson	*	Vice President	**
Travis N. Campbell	*	Senior Vice President, Treasurer, Assistant Secretary	**
Ralph A. Hill	*	Senior Vice President and General Manager	**
Phillip D. Wright	*	Senior Vice President	**
Robert S. Purgason	*	Vice President	**
Sharon T. Crow	*	Vice President	**
Don R. Wellendorf	*	Vice President	**
Mark H. Morelli	*	Vice President	**
R. Rand Clark	*	Vice President, Assistant Treasurer	**
Robyn L. Ewing	*	Vice President	**
Gregory D. Gordon	*	Vice President	**
R. T. Cronk	*	Vice President	**
Diane L. Prier	*	Vice President	**
Richard A. Olsen	*	Vice President	**
J. Kent Myers	*	Vice President	**
Shawna L. Gehres	*	Secretary	**
Craig R. Rich	*	Associate General Counsel & Assistant Secretary	**
Lonny E. Townsend	*	Assistant Secretary	**
Rebecca H. Hilborne	*	General Counsel & Assistant Secretary	**

James G. Ivey	*	Assistant Treasurer	**
Craig L. Rainey	*	Assistant Secretary	**
Mark W. Husband	*	Assistant Treasurer	**

\* The business address of the executive officers and directors listed above is One Williams Center, Tulsa, Oklahoma 74172.

\*\* The principal occupation of the executive officers and directors listed above is their position or positions as an executive officer and/or director of Williams Energy Services, LLC and, if applicable, other affiliates of The Williams Company, Inc.

Board of Directors and Executive Officers of Williams Natural Gas Liquids, Inc.

Name -----	Business Address -----	Position -----	Principal Occupation/ Employment -----
Keith E. Bailey	*	Director	Chairman and Chief Executive Officer of The Williams Companies, Inc.**
Steven J. Malcolm	*	Director, Chairman of the Board, President & Chief Executive Officer	**
Stephen R. Springer	*	Director, Senior Vice President and General Manager	**
Don R. Wellendorf	*	Vice President	**
LeRoy J. Edwards	*	Vice President	**
Mary Jane Bittick	*	Controller & Treasurer	**
Shawna L. Gehres	*	Secretary	**
James G. Ivey	*	Assistant Treasurer	**
Craig L. Rainey	*	Assistant Secretary	**
Craig R. Rich	*	Assistant Secretary	**
Lonny E. Townsend	*	Assistant Secretary	**

\* The business address of the executive officers and directors listed above is One Williams Center, Tulsa, Oklahoma, 74172

\*\* The principal occupation of the executive officers and directors listed above is their position or positions as an executive officer and/or director of Williams Natural Gas Liquids, Inc. and, if applicable, other affiliates of The Williams Companies, Inc.



## Board of Directors and Executive Officers of The Williams Companies, Inc.

Name -----	Business Address -----	Position -----	Principal Occupation/ Employment -----
Keith E. Bailey	*	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	**
John C. Bumgarner, Jr.	*	Senior Vice President - Corporate Development and Planning; President - Williams International Company; Senior Vice President - Strategic Investments, Williams Communications	**
James R. Herbster	*	Senior Vice President - Administration	**
Michael P. Johnson, Sr.	*	Senior Vice President -  Human Resources	**
Jack D. McCarthy	*	Senior Vice President - Finance (Principal Financial Officer)	**
William G. von Glahn	*	Senior Vice President and General Counsel	**
Gary R. Belitz	*	Controller (Principal Accounting Officer)	**
Steven J. Malcolm	*	President and Chief Executive Officer - Williams Energy Services	**
Howard E. Janzen	*	President and Chief Executive Officer - Williams Communications, Inc.	**
Cuba Wadlington, Jr.	*	President and Chief Executive Officer - Williams Gas Pipeline Company	**
Hugh M. Chapman	Bank of America Plaza 600 Peachtree Street N.E., 54th Floor Atlanta, GA 30308	Director	Retired
Glenn A. Cox	401 S.E. Dewey, Suite 318 Bartlesville, OK 74003	Director	Retired

Name -----	Business Address -----	Position -----	Principal Occupation/ Employment -----
Thomas H. Cruikshank	Sterling Plaza 5949 Sherry Lane, Suite 860 Dallas, TX 75225	Director	Retired
William E. Green	1 Mirada Road Half Moon Bay, CA 94019	Director	Vice President, General Counsel And Secretary Information Network Radio, Inc. Attorney William Green & Associates
W.R. Howell	JC Penney Company 6501 Legacy Drive Plano, TX 75024	Director	Chairman Emeritus JC Penney Company
James C. Lewis	Optimus Corporation 5727 S. Lewis, Suite 600 Tulsa, OK 74105	Director	Chairman Optimus Corporation
Charles M. Lillis	9785 Maroon Circle Suite 360 Englewood, CO 80112	Director	Principal Lone Tree Partners
Frank T. MacInnis	Emcor Group, Inc. 101 Merritt Seven, 7th Floor Norwalk, CT 06851	Director	Chairman and CEO Emcor Group, Inc.  Chairman ComNet Communications, Inc.
Peter C. Meinig	HM International, Inc. 5810 E. Skelly Dr., Suite 1650 Tulsa, OK 74135	Director	Chairman and CEO HM International, Inc.  Chairman Windsor Food Company, Ltd.  Chairman Ninth House, Inc.
Gordon R. Parker	10101 E. Dry Creek Rd. Englewood, CO 80112	Director	Retired
Janice D. Stoney	US West 1314 Douglas On-The-Mall, Room 1500 Omaha, NE 68102	Director	Retired

Name ----	Business Address -----	Position -----	Principal Occupation/ Employment -----
Joseph H. Williams	*	Director	Retired

\* Unless otherwise noted, the business address of the executive officers and directors listed above is One Williams Center, Tulsa, Oklahoma, 74172

\*\* Unless otherwise noted, the principal occupation of the executive officers and directors listed above is their position or positions as an executive officer and/or director of The Williams Companies, Inc. and, if applicable, other affiliates of The Williams Companies, Inc.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Williams Energy Services, LLC and Williams Natural Gas Liquids, Inc. acquired beneficial ownership of the Common Units on February 9, 2001 in exchange for the contribution of equity interests in affiliated entities of the Partnership in connection with the Partnership's initial public offering. The Williams Companies, Inc. owns 100% of the membership interests in Williams Energy Services, LLC and 100% of the common stock of Williams Natural Gas Liquids, Inc., and as such may be deemed to beneficially own the Common Units acquired by those two entities.

#### ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the Common Units reported herein solely for investment purposes. The Reporting Persons may make additional purchases of Common Units either in the open market or in private transactions depending on the Partnership's business, prospects and financial condition, the market for the Common Units, general economic conditions, money and stock market conditions and other future developments.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) (1) Williams Energy Services, LLC is the record and beneficial owner of 757,193

Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 5,679,694 Common Units outstanding, represents 13.3% of the outstanding Common Units. Williams Energy Services, LLC also holds 4,589,193 subordinated units representing limited partner interests in the Partnership (the "Subordinated Units"), which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1, as amended (File No. 333-48866), incorporated herein by reference (the "Registration Statement").

(2) Williams Natural Gas Liquids, Inc. is the record and beneficial owner of 322,501 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 5,679,694 Common Units outstanding, represents 5.7% of the outstanding Common Units. Williams Natural Gas Liquids, Inc. also holds 1,090,501 Subordinated Units in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement.

(3) The Williams Companies, Inc., in its capacity as the sole shareholder of Williams Natural Gas Liquids, Inc. and the sole member of Williams Energy Services, LLC, may, pursuant to Rule 13d-3 of the Exchange Act, be deemed to be the beneficial owner of 1,079,694 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 5,679,694 Common Units outstanding, represents 19.0% of the outstanding Common Units. The Williams Companies, Inc. may also be deemed to be the beneficial owner of the 5,679,694 Subordinated Units described in (1) and (2) above.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference.

(c) None of the persons named in response to paragraph (a) has effected any transactions in Common Units during the past 60 days.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Statement on Schedule 13D.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

The Common Units acquired by the Reporting Persons were acquired in a private placement and are restricted securities. Certain transfer restrictions, voting rights of the Reporting Persons and registration rights granted by the Partnership and to which the Partnership is entitled are set forth in the Amended and Restated Agreement of Limited Partnership of the Partnership, a copy of the form of which is included as Appendix A to the Registration Statement which has been incorporated by reference to this Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A: Registration Statement on Form S-1 for Williams Energy Partners, L.P. (File No. 333-48866) incorporated herein by reference.

Exhibit B: Joint Filing Agreement among the parties regarding filing of Schedule 13D, dated February 19, 2001.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 19, 2001

WILLIAMS ENERGY SERVICES, LLC

By: /s/ STEVEN J. MALCOLM

-----  
Steven J. Malcolm  
President and CEO

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 19, 2001

WILLIAMS NATURAL GAS LIQUIDS, INC.

By: /s/ STEVEN J. MALCOLM

-----  
Steven J. Malcolm  
President and CEO

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 19, 2001

THE WILLIAMS COMPANIES, INC.

By: /s/ JACK D. MCCARTHY

-----  
Jack D. McCarthy  
Senior Vice President and CFO



## EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit A:	Registration Statement on Form S-1 for Williams Energy Partners, L.P. (File No. 333-48866) incorporated herein by reference.
Exhibit B:	Joint Filing Agreement among the parties regarding filing of Schedule 13D, dated February 19, 2001.

## JOINT FILING STATEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13D relating to the Common Units representing limited partner interests in Williams Energy Partners, L.P. has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13D will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

February 19, 2001

WILLIAMS ENERGY SERVICES, LLC

By: /s/ STEVEN J. MALCOLM

-----  
Steven J. Malcolm  
President and CEO

WILLIAMS NATURAL GAS LIQUIDS, INC.

By: /s/ STEVEN J. MALCOLM

-----  
Steven J. Malcolm  
President and CEO

THE WILLIAMS COMPANIES, INC.

By: /s/ JACK D. MCCARTHY

-----  
Jack D. McCarthy  
Senior Vice President and CFO