

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

BARRETT RESOURCES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per  
Share (including the associated preferred  
stock purchase rights)

(Title of Class and Securities)

068480201

(CUSIP Number)

William G. von Glahn, Esq.  
Senior Vice President and General Counsel  
The Williams Companies, Inc.  
One Williams Center  
Tulsa, Oklahoma 74172  
Telephone: (918) 573-2000

With a copy to:

Morris J. Kramer, Esq.  
Richard J. Grossman, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
Telephone: 212-735-3000

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

July 3, 2001

(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 that is the subject of this Schedule 13D, and is  
filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or  
240.13d-1(g), check the following box. [ ]

SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
The Williams Companies, Inc.  
IRS Id. No: 73-0569878

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*  
BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) ( )

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 16,730,502
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 16,730,502

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,730,502

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

50.0%(1)

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14. TYPE OF REPORTING PERSON  
 CO

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1 Based on the 33,479,127 shares issued and outstanding as of the close  
 of business on July 2, 2001.

SCHEDULE 13D

CUSIP No. 068480201

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1. NAMES OF REPORTING PERSONS/  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
 Resources Acquisition Corp.  
 IRS Id. No: 73-1613076

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ( )  
 (b) ( )

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS\*  
 AF

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) or 2(e) ( )

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 16,730,502
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 16,730,502

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,730,502

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

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

50.0%(1)

-----  
14. TYPE OF REPORTING PERSON  
CO

-----  
1 Based on the 33,479,127 shares issued and outstanding as of the close of business on July 2, 2001.

The Williams Companies, Inc., a Delaware corporation ("Williams"), and Resources Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Williams ("Purchaser" and together with Williams, the "Reporting Persons"), hereby file this Amendment No. 1 (this "Amendment No. 1") to amend and supplement the Statement on Schedule 13D originally filed on June 15, 2001 by the Reporting Persons (the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$.01 per Share (including the associated preferred stock purchase rights), of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"). The Schedule 13D was originally filed as the Final Amendment to the Schedule TO with respect to the Reporting Persons' Schedule TO with respect to the Shares acquired by Purchaser in a tender offer completed on June 11, 2001. Capitalized terms used but not described herein shall have the meanings ascribed thereto in the Schedule 13D. The Schedule 13D is hereby amended and supplemented by this Amendment No. 1.

ITEM 4. PURPOSE OF THE TRANSACTION

The response to Item 4 of the Schedule 13D is hereby amended and supplemented to add the following:

On July 3, 2001, Williams and Barrett Resources issued a joint press release announcing that the registration statement on Form S-4, which Williams filed on June 15, 2001 with the Securities and Exchange Commission in connection with Williams' proposed merger with Barrett Resources pursuant to the Agreement and Plan of Merger dated as of May 7, 2001, by and among Williams, Purchaser and Barrett Resources, became effective on July 2, 2001. A special meeting of Barrett Resources' stockholders to approve the merger will be held at the Westin Hotel-Tabor Center, 1672 Lawrence Street, Denver, Colorado on Thursday, August 2, 2001 at 9:00 a.m. Denver time. The joint press release issued by Williams and Barrett Resources on July 3, 2001 is filed as Exhibit 99.1 to this Amendment No.1 and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by adding the following document as an exhibit:

Exhibit 99.1 Joint Press Release issued by Williams and Barrett Resources on July 3, 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.

RESOURCES ACQUISITION CORP.

By: /s/ Ralph A. Hill

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Name: Ralph A. Hill  
Title: Senior Vice President

THE WILLIAMS COMPANIES, INC.

By: /s/ Keith E. Bailey

-----  
Name: Keith E. Bailey

Dated: July 9, 2001

INDEX TO EXHIBITS

Exhibit No.	Description
Exhibit 99.1	Joint Press Release issued by Williams and Barrett Resources on July 3, 2001.

[GRAPHIC OMITTED]

Barrett Resources

Joint News Release

NYSE: BRR and WMB

=====  
Date: July 3, 2001  
Contact: Kathleen Eccleston-Bickell Williams (media relations) (918) 573-1316 kathleen.eccleston-bickell@williams.com  
Rick Rodekohr Williams (investor relations) (918) 573-2087 Rick.rodekohr@williams.com  
Robert Howard Barrett (investor relations) (303) 572-3900 rhoward@brr.com

Williams and Barrett Announce Next Steps in Merger  
Date Set for Special Stockholder Meeting to Approve Merger

TULSA, Okla. and DENVER - Williams (NYSE: WMB) and Barrett Resources Corporation (NYSE: BRR) announced today the schedule for the completion of their planned merger. Barrett has scheduled a special meeting of its stockholders to approve the merger at 9 a.m. Mountain Daylight Time on Thursday, Aug. 2 in the Westin Hotel-Tabor Center, 1672 Lawrence St., Denver.

The registration statement on Form S-4, which includes the proxy statement/prospectus for the special meeting was initially filed with the Securities and Exchange Commission on June 15 and became effective on July 2. Williams and Barrett will begin mailing the proxy statement/prospectus today, July 3, to Barrett stockholders of record as of July 2.

Pending approval by Barrett stockholders; Williams and Barrett expect to complete the merger within one or two days following the special stockholder meeting. Williams will distribute materials necessary for Barrett stockholders to effect an exchange of their Barrett shares for Williams shares following the completion of the merger.

Williams signed a definitive merger agreement with Barrett on May 7. Terms of that agreement included a cash tender offer by Williams for 16,730,502 shares of Barrett common stock at \$73 per share net in cash, which was completed on June 12. The shares accepted in the tender offer represent approximately 50 percent of the approximately 33.5 million Barrett shares outstanding. In the proposed merger, each remaining share of Barrett common stock, other than shares held by Williams or its subsidiaries, will be exchanged for 1.767 shares of Williams common stock. Barrett stockholders will receive cash in lieu of fractional Williams shares.

More

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Additional Information

In addition to the registration statement and the proxy statement/prospectus filed in connection with the merger, Williams and Barrett file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by Barrett or Williams at the SEC Public Reference Rooms at 450 Fifth St., N.W., Washington, D.C. 20549 or at any of the SEC's other public reference rooms in New York and Chicago. Please call the SEC at (800) SEC-0330 for further information on the public reference rooms. Williams' and Barrett's filings with the SEC are also available to the public from commercial document-retrieval services and at the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the proxy statement/prospectus and these other documents may also be obtained from (1.) Williams by directing a request through the investor relations portion of Williams' website at [www.williams.com](http://www.williams.com), by mail to Williams, One Williams Center, 50th Floor, Tulsa, Okla., 74172, Attention: Investor Relations, telephone: (800) 600-3782 or from (2.) Barrett by directing a request through Carol Bickerton at (303) 572-3900.

About Williams (NYSE: WMB)

Williams, through its subsidiaries, connects businesses to energy, delivering innovative, reliable products and services. Williams information is available at [www.williams.com](http://www.williams.com).

About Barrett (NYSE: BRR)

Barrett is an independent oil and natural gas exploration and development company that is also involved in natural gas gathering, marketing and trading activities. Barrett information is available at [www.brr.com](http://www.brr.com)

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Portions of this document may constitute "forward-looking statements" as defined by federal law. Although the Company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the "safe harbor" protections provided under the Private Securities Reform Act of 1995. Additional information about issues that could lead to material changes in performance is contained in the company's annual reports filed with the Securities and Exchange Commission.