

SCHEDULE 14D-1

(AMENDMENT NO. 6)\* (FINAL AMENDMENT)

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

TRANSCO ENERGY COMPANY  
(NAME OF SUBJECT COMPANY)

THE WILLIAMS COMPANIES, INC.  
(BIDDER)

COMMON STOCK, PAR VALUE \$0.50 PER SHARE  
(INCLUDING THE ATTACHED COMMON SHARE PURCHASE  
RIGHTS)  
(TITLE OF CLASS OF SECURITIES)

89353210  
(CUSIP NUMBER OF CLASS OF SECURITIES)

J. FURMAN LEWIS  
SENIOR VICE PRESIDENT AND  
GENERAL COUNSEL  
ONE WILLIAMS CENTER  
TULSA, OKLAHOMA 74172  
(918) 588-2000  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF  
BIDDERS)

WITH A COPY TO:

RANDALL H. DOUD, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM  
919 THIRD AVENUE  
NEW YORK, NEW YORK 10022  
TELEPHONE: (212) 735-3000

CALCULATION OF FILING FEE

Transaction valuation\*\*                      Amount of filing fee\*\*\*

\* This Amendment also constitutes Amendment No. 6 to the  
Schedule 13D with respect to the Securities of the Subject  
Company filed by the Bidder.

\*\* For purposes of calculating the filing fee only. This  
calculation assumes the purchase of 24,600,000 shares of  
Common Stock, par value \$0.50 per share, of Transco Energy  
Company, together with the attached Common Share Purchase  
Rights, at \$17.50 net per share (and Right) in cash.

\*\*\* The amount of the filing fee, calculated in accordance with  
Rule 0-11(d) of the Securities Exchange Act of 1934, as  
amended, equals 1/50th of one percent of the aggregate value  
of cash offered by The Williams Companies, Inc. for such  
number of shares.

\$430,500,000

\$86,100

[x] Check box if any part of the fee is offset as provided by  
Rule 0-11(a)(2) and identify the filing with which the  
offsetting fee was previously paid. Identify the previous  
filing by registration statement number, or the form or  
schedule and the date of its filing.

Amount Previously Paid: \$86,100

Filing Party: The Williams  
Companies, Inc.

Form or Registration No.: Schedule 14D-1. Date Filed: December 16, 1994

This Amendment No. 6 constitutes the final  
amendment to the Tender Offer Statement on Schedule 14D-1  
(the "Schedule 14D-1") dated December 16, 1994, as amended,

relating to the tender offer by The Williams Companies, Inc., a Delaware corporation (the "Purchaser"), to purchase up to 24,600,000 of the outstanding shares of common stock, par value \$0.50 per share (and the attached common share purchase rights), of Transco Energy Company, a Delaware corporation (the "Company"), at \$17.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 16, 1994 and the related Letter of Transmittal. Unless otherwise defined herein, all terms used herein shall have the meanings set forth in the Schedule 14D-1.

Item 6 is hereby amended to add the following:

Item 6. Interest in Securities of the Subject Company.

The period for the physical delivery of Shares tendered pursuant to notices of guaranteed delivery expired at 5:00 p.m., New York City time, on Tuesday, January 24, 1995. The Depository has informed the Purchaser that, after completion of the final count, 35,207,328 Shares were validly tendered and not withdrawn prior to the expiration of the Offer. Based on the final count, the Purchaser will purchase 69.8718% of the number of Shares accompanying each valid tender. A copy of the press release issued by the Purchaser relating to the foregoing is attached as Exhibit (a)(14) hereto and is incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

(a)(14) Text of Press Release, dated January 25, 1995, issued by The Williams Companies, Inc.

#### SIGNATURE

After due 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.

Dated: January 25, 1995

THE WILLIAMS COMPANIES, INC.

By: /s/ J. FURMAN LEWIS

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Name: J. Furman Lewis  
Title: Senior Vice President  
and General Counsel

For release:

Jan. 25, 1995

For more information contact: Jim Gipson (918) 588-2111 (Media)  
Linda Lawson (918) 588-2087 (Investors)

WILLIAMS ANNOUNCES FINAL PRORATION FOR TENDER OFFER  
FOR TRANSCO ENERGY

TULSA -- The Williams Companies, Inc. announced today the final proration factor in connection with its tender offer for Transco Energy Company's common stock. Williams will purchase 69.8718 percent of the shares accompanying each valid tender.

Williams' tender offer, which began December 16 and expired at midnight on January 17, was to acquire up to 24.6 million shares of Transco common stock for \$17.50 per share. A total of 35,207,328 shares were validly tendered and not withdrawn pursuant to the tender offer -- 27,727,276 shares that were physically tendered before the expiration date of the tender offer and another 7,480,052 shares that were delivered pursuant to the notice of guaranteed delivery procedures.

The tender offer will be followed by a stock merger in which shares of Transco common stock not purchased will be exchanged for 0.625 shares of Williams common stock.

Williams, listed on the NYSE under the symbol WMB, owns and operates three interstate pipeline systems, major natural gas gathering and processing facilities, a telecommunications company that specializes in serving businesses and broadcasters, and other companies that provide a variety of services to the energy industry.