

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 5 - Final Amendment)*

BARRETT RESOURCES CORPORATION
(Name of Subject Company (Issuer))

RESOURCES ACQUISITION CORP.
a wholly owned subsidiary of
THE WILLIAMS COMPANIES, INC.
(Names of Filing Persons (Offerors))

Common Stock, Par Value \$.01 Per Share
(Including the associated Preferred Stock Purchase Rights)
(Title of Class of Securities)

068480201
(CUSIP Number of Class of Securities)

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

(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)
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

CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee**
\$1,221,326,646	\$244,265

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 16,730,502 shares of the outstanding Common Stock, par value \$0.01 per share, at a price per Share of \$73.00 in cash. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

** The filing fee was paid on May 14, 2001.

Check the 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: None Filing party: N/A
Form or Registration No.: N/A Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

* This final amendment also constitutes the initial filing of the Schedule 13D of the Filing Persons with respect to the Securities of the Subject Company purchased by the Filing Persons in the Offer. The information contained herein and in the Tender Offer Statement on Schedule TO, as amended, is incorporated by reference for purposes of the initial filing of the Schedule 13D.

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)

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

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,730,502

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)

14. TYPE OF REPORTING PERSON
CO

(1) Based on the 33,461,004 shares issued and outstanding as of the close of business on May 3, 2001.

SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

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) ()

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

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,730,502

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)

14. TYPE OF REPORTING PERSON
CO

(1) Based on the 33,461,004 shares issued and outstanding as of the close of business on May 3, 2001.

This Amendment No. 5 is the final amendment to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on May 14, 2001, relating to the offer by Resources Acquisition Corp. ("Purchaser"), a Delaware corporation and a wholly-owned subsidiary of The Williams Companies, Inc., a Delaware corporation ("Williams"), to purchase 16,730,502 shares of the common stock, par value \$0.01 per share (including the associated preferred stock purchase rights, the "Shares") of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"), at \$73.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase and the accompanying Letter of Transmittal, each dated May 14, 2001, of Purchaser previously filed as exhibits (a)(1) and (a)(2), respectively, to the Schedule TO.

Item 8. Interest in Securities of the Subject Company.

Item 8 of the Schedule TO, which incorporates by reference certain information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

A total of 30,004,303 Shares were validly tendered and not withdrawn in the Offer, including Shares for which certificates were delivered to the Depositary pursuant to the Offer's guaranteed delivery procedure. Purchaser previously accepted for payment 16,730,502 Shares on June 12, 2001. In accordance with the terms of the Offer, Williams has been informed by the Depositary that the final proration factor for the Offer is 55.76%. Following purchase of the Shares, Purchaser is the record owner of approximately 50% of the outstanding Shares.

On June 15, 2001, Williams issued a press release announcing the

final results and proration factor for the Offer, a copy of which is filed as Exhibit (a)(13) to this Amendment No. 5 and is incorporated herein by reference.

Item 11. Additional Information.

Item 11 of the Schedule T0, which incorporates by reference certain information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

On June 15, 2001, Williams issued the press release included as Exhibit (a)(13) hereto. The information set forth in the press release is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule T0 is hereby amended and supplemented by including the following information:

(a)(13) Press Release issued by Williams on June 15, 2001.

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.

RESOURCES ACQUISITION CORP.

By: /s/ Ralph A. Hill

Name: Ralph A. Hill
Title: Senior Vice President

THE WILLIAMS COMPANIES, INC.

By: /s/ Keith E. Bailey

Name: Keith E. Bailey
Title: Chairman, President and
Chief Executive Officer

Dated: June 15, 2001

EXHIBIT INDEX

Exhibit No.	Description
(a)(13)	Press Release issued by Williams on June 15, 2001

 [GRAPHIC OMITTED][GRAPHIC OMITTED]

News Release

NYSE:WMB

Date: June 15, 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	Richard George Williams (investor relations) (918) 573-3679 richard.george@williams.com
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Williams Announces Final Proration Factor for Barrett Resources
Tender Offer

TULSA, Okla. - Williams (NYSE: WMB) announced today the final proration factor in its tender offer for 16,730,502 shares of common stock of Barrett Resources Corporation (NYSE: BRR). The final proration factor for the tender offer is 55.76 percent; 30,004,303 shares of Barrett Resources common stock were validly tendered and not withdrawn in the offer after giving effect to proper delivery of shares tendered pursuant to the notice of guaranteed delivery procedure. Williams had announced the preliminary results of the offer on June 12, 2001.

Williams purchased 16,730,502 Barrett shares in the tender offer, which expired at midnight Eastern time on Monday, June 11, 2001. The shares purchased represent 50 percent of the approximately 33.5 million Barrett shares outstanding prior to the offer. The depository for the offer will promptly issue payment of \$73 net per share for the shares accepted under the offer and return to holders all shares not accepted as a result of proration.

Williams and Barrett entered into a merger agreement on May 7. Subject to the satisfaction of certain conditions, the tender offer will be followed by a merger in which 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. The number of Williams shares received in this exchange by each Barrett stockholder will be rounded to the nearest whole share, with cash paid to Barrett stockholders in lieu of any fractional shares otherwise owed. As a result of the merger, Barrett Resources will become a wholly owned subsidiary of Williams. The merger is expected to close in the third quarter of 2001.

More

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Tender Offer

Additional Information

This news release is being filed pursuant to Rule 425 under the Securities Act of 1933. It does not constitute an offer of sale of securities. Shareholders of Barrett and other investors are urged to read the proxy statement/prospectus, when available, that will be included in the registration statement on Form S-4 to be filed by Williams in connection with the second-step merger. These materials will contain important information about Barrett, Williams, the merger, the people soliciting proxies relating to the merger, their interests in the merger and related matters.

In addition to the registration statement and the proxy statement/prospectus to be 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 Resources 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. Free copies of the proxy statement/prospectus, when available, and these other documents may also be obtained from Williams by directing a request through the investor relations portion of Williams' website at www.williams.com or by mail to Williams, One Williams Center, 50th Floor, Tulsa, Okla., 74172, Attention: Investor Relations, Telephone: (800) 600-3782.

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.

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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.