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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 3, 2004

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-4174

73-0569878

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

One Williams Center, Tulsa, OK

74172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

918-573-2000

Not Applicable

Former name or former address, if changed since last report

Item 7.01. Regulation FD Disclosure.

On September 3, 2004, The Williams Companies, Inc. ("Williams") announced the expiration, as of 5:00 p.m. Eastern on September 2, 2004, of its cash tender offer and related consent solicitation relating to its 8 5/8 percent Senior Notes due 2010.

As of the expiration of the tender offer, approximately \$793 million aggregate principal amount of notes, or approximately 99 percent, were validly tendered.

Williams has accepted for payment all notes validly tendered and not validly withdrawn pursuant to the tender offer.

In conjunction with the tendered notes and related consents, Williams paid premiums of approximately \$135 million. As a result of the premiums, as well as related fees and expenses, Williams expects to record a pre-tax charge to earnings of approximately \$155 million in the third quarter.

A copy of the press release announcing the same is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01. Financial Statements and Exhibits.

- a) None
- b) None
- c) Exhibits

Exhibit 99.1 Copy of press release dated September 3, 2004, publicly reporting the matters discussed herein, furnished pursuant to Item 7.01.

The information in this Form 8-K and Exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any such filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Williams Companies, Inc.
(Registrant)

September 3, 2004

By: *Brian K. Shore*

Name: Brian K. Shore
Title: Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release dated September 3, 2004

News Release (Williams Logo)

NYSE: WMB

Date: September 3, 2004

Williams Announces Expiration of Cash Tender Offer

TULSA, Okla. – Williams (NYSE:WMB) today announced the expiration, as of 5 p.m. Eastern on Sept. 2, 2004, of its cash tender offer and related consent solicitation relating to its 8 5/8 percent Senior Notes due 2010.

As of the expiration of the tender offer, approximately \$793 million aggregate principal amount of notes, or approximately 99 percent, were validly tendered.

Williams has accepted for payment all notes validly tendered and not validly withdrawn pursuant to the tender offer.

In conjunction with the tendered notes and related consents, Williams paid premiums of approximately \$135 million. As a result of the premiums, as well as related fees and expenses, Williams expects to record a pre-tax charge to earnings of approximately \$155 million in the third quarter.

Williams retained Citigroup Global Markets Inc. to serve as the lead dealer manager and solicitation agent. Banc of America Securities LLC, J.P. Morgan Securities Inc., and Lehman Brothers Inc. served as the co-dealer managers and solicitation agents. Global Bondholder Services Corporation served as the information agent for the tender offer.

About Williams (NYSE:WMB)

Williams, through its subsidiaries, primarily finds, produces, gathers, processes and transports natural gas. Williams' gas wells, pipelines and midstream facilities are concentrated in the Northwest, Rocky Mountains, Gulf Coast and Eastern Seaboard. More 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.