



One Williams Center  
Tulsa, OK 74172-0172

**James J. Bender**

Senior Vice President and General Counsel  
Phone: 918-573-8705  
Fax: 918-573-5942  
[jim.bender@williams.com](mailto:jim.bender@williams.com)

February 4, 2008

*By U.S. Mail and facsimile to (202) 772-9204*

Ms. Ellie Quarles  
Special Counsel  
Division of Corporation Finance  
United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-3561

**Re: *The Williams Companies, Inc.***  
***Definitive 14A***  
***Filed April 10, 2007***  
***File No. 1-4174***

Dear Ms. Quarles:

This letter is to further clarify our December 26, 2007 response to your comment letter dated December 11, 2007, regarding the definitive proxy statement of The Williams Companies, Inc. ("Williams") for the fiscal year ended December 31, 2006.

Material Elements of the Executive Compensation Program, page 15

The compensation data of our comparator group is the primary market data used by Williams when benchmarking the competitive pay of its named executive officers. Aggregate market data obtained from recognized third party executive compensation survey companies (e.g. Towers Perrin, Mercer, Hewitt) is used only as validation of the comparator group market data. Williams typically obtains a range of the annual revenues of the companies whose data is included in the aggregate analysis provided by the third party survey, but the identities of the specific companies included in the survey are not disclosed.

As shared previously, the 21 companies in the comparator group used for 2006 were:

- The AES Corp.
  - Anadarko Petroleum Corp.
  - Ashland Inc.
  - CMS Energy Corp.
  - Constellation Energy Grp. Inc.
  - Devon Energy Corp.
  - Dominion Resources Inc.
  - Halliburton Co.
  - Hess Corp.
  - Keyspan Corp.
  - Murphy Oil Corp.
  - Occidental Petroleum Corp.
  - Plains All American Pipeline LP
  - Reliant Energy Inc.
-

Ms. Ellie Quarles  
February 4, 2008  
Page 2

- Duke Energy Corp.
- Dynegy Inc.
- El Paso Corp.
- Enterprise Products Partner LP
- Schlumberger Ltd.
- Sempra Energy
- Sunoco Inc.

As previously stated, in future filings we will disclose the companies in our comparator group. If, in the future third party market survey data becomes materially relevant to our pay benchmarking process, we will disclose a general description of the types of companies included in the surveys (e.g., range of annual revenues or other descriptor). Further, to the extent the Company is not aware of the identities of the companies in the larger survey group that we may benchmark against in the future we will include a statement to the effect that the Company was not aware of the identity of those companies.

The company acknowledges that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to comments do not foreclose the commission from taking action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

If you have any questions about the responses included herein, please do not hesitate to let me know.

Sincerely,

/s/ James J. Bender

James J. Bender

