

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WILLIAMS COMPANIES INC</u>  (Last) (First) (Middle) <u>ONE WILLIAMS CENTER</u>  (Street) <u>TULSA OK 74172</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Williams Partners L.P. [ WPZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2005</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	08/23/2005		S		750,000 <sup>(1)(2)(3)(4)</sup>	D	\$21.5	1,250,000 <sup>(2)(3)(4)(5)(6)</sup>	I	See footnotes <sup>(2)(3)(4)(5)(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
WILLIAMS COMPANIES INC  
 (Last) (First) (Middle)  
ONE WILLIAMS CENTER  
 (Street)  
TULSA OK 74172  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Williams Energy Services, LLC  
 (Last) (First) (Middle)  
ONE WILLIAMS CENTER  
 (Street)  
TULSA OK 74172  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MAPCO Inc.  
 (Last) (First) (Middle)  
ONE WILLIAMS CENTER

(Street)	TULSA	OK	74172
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>Williams Energy, L.L.C.</u>			
(Last)	(First)	(Middle)	
ONE WILLIAMS CENTER			
(Street)	TULSA	OK	74172
(City)	(State)	(Zip)	

**Explanation of Responses:**

- In connection with the initial public offering (the "Offering") of Williams Partners L.P. (the "Issuer"), the underwriters were granted the right to purchase up to an aggregate 750,000 Common Units (the "Option") from Williams Energy Services, LLC ("WES"), Williams Energy, L.L.C. ("WE"), Williams Partners Holdings LLC ("Holdings") and Williams Discovery Pipeline LLC ("Williams Pipeline") to cover over-allotments, if any. Concurrently with the closing of the Offering on August 23, 2005, the underwriters fully exercised the Option and purchased (a) 95,084 Common Units from WES, (b) 268,385 Common Units from WE, (c) 256,944 Common units from Holdings and (d) 129,587 Common Units from Williams Pipeline, for an aggregate of 750,000 Common Units.
- The Williams Companies, Inc. ("TWC") owns directly or indirectly 100% of each of Williams Partners GP LLC (the "General Partner"), Holdings, WES, WE, Williams Pipeline and MAPCO Inc. ("MAPCO"). MAPCO is the sole member of WE. WES is the sole stockholder of MAPCO and the sole member of Williams Pipeline and the General Partner. The General Partner is the sole general partner of the Issuer.
- TWC indirectly beneficially owns (a) the Common Units that each of WE, Holdings, WES and Williams Pipeline directly beneficially own and (b) the IDRs and the 2% general partner interest in the Issuer held by the General Partner. WES directly beneficially owns the Common Units noted above and indirectly beneficially owns (a) the Common Units that each of WE and Williams Pipeline directly beneficially own and (b) the IDRs and the 2% general partner interest in the Issuer held by the General Partner. MAPCO indirectly beneficially owns the Common Units that WE directly beneficially owns.
- The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.
- After the exercise of the Option, (a) Holdings directly held 428,239 Common Units, (b) WES directly held 158,473 Common Units, (c) WE directly held 447,308 Common Units and (d) Williams Pipeline directly held 215,980 Common Units.
- After the exercise of the Option, WE and MAPCO beneficially own less than 10% of the outstanding Common Units of the Issuer and, therefore, are no longer subject to Section 16.

**Remarks:**

/s/ Brian K. Shore, Corporate Secretary, The Williams Companies, Inc.      08/25/2005

/s/ Brian K. Shore, Corporate Secretary, Williams Energy Services, LLC      08/25/2005

/s/ Brian K. Shore, Corporate Secretary, MAPCO Inc.      08/25/2005

/s/ Brian K. Shore, Corporate Secretary, Williams Energy, L.L.C.      08/25/2005

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.