

**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>BENDER JAMES J</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 COMPANIES INC [ WMB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President &amp; GC</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2006</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 Stock	03/03/2006		G		2,000	D	(1)	52,674	D	
Common Stock	03/03/2006		G		2,000	A	(1)	5,000	I	By Minor Children <sup>(2)</sup>
Common Stock	03/06/2006		G		1,000	D	(1)	51,674	D	
Common Stock	03/06/2006		G		1,000	A	(1)	6,000	I	By Minor Children <sup>(2)</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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Deferred Stock	\$21.67	03/03/2006		A		10,458		03/03/2009	03/03/2009	Common Stock	10,458	\$21.67	79,118	D	
Deferred Stock <sup>(3)</sup>	\$21.67	03/03/2006		A		20,916		03/03/2009	03/03/2009	Common Stock	20,916	\$21.67	100,034	D	
Employee Options (Right to Buy)	\$21.67	03/03/2006		A		8,045		03/03/2007	03/03/2016	Common Stock	8,045	\$21.67	103,045	D	
Employee Options (Right to Buy)	\$21.67	03/03/2006		A		8,045		03/03/2008	03/03/2016	Common Stock	8,045	\$21.67	111,090	D	
Employee Options (Right to Buy)	\$21.67	03/03/2006		A		8,046		03/03/2009	03/03/2016	Common Stock	8,046	\$21.67	119,136	D	

**Explanation of Responses:**

- N/A
- Represents shares held in custodial accounts for reporting persons children titled James J. Bender as custodian for Victoria G. Bender, James J. Bender as custodian for Elizabeth H. Bender and James J. Bender as custodian for Jonathan J. Bender.
- Vesting subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure. The committee has established the specific performance measure as an improvement in the Company's Economic Value Added over the three year period.

**Remarks:**

Cher S. Lawrence, Attorney-in-Fact for James J. Bender 03/07/2006

\*\* 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.

