

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): March 29, 2002

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-4174 ----- (Commission File Number)	73-0569878 ----- (I.R.S. Employer Identification No.)
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One Williams Center, Tulsa, Oklahoma ----- (Address of principal executive offices)	74172 ----- (Zip Code)
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Registrant's telephone number, including area code: 918/573-2000

Not Applicable

(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 29, 2002, The Williams Companies, Inc. (NYSE:WMB) announced it had paid \$753 million related to Williams Communications Group, Inc.'s (NYSE:WGR) purchase of certain telecommunications facilities that WGR had been leasing. In return, Williams will receive an instrument of unsecured debt from WCG in the same amount.

Item 7. Financial Statements and Exhibits.

Williams files the following exhibit as part of this report:

Exhibit 99.1 Copy of Williams' press release dated March 29, 2002, publicly announcing the matters reported herein.

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

THE WILLIAMS COMPANIES, INC.

Date: April 1, 2002

/s/ Suzanne H. Costin

Name: Suzanne H. Costin
Title: Corporate Secretary

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Copy of Williams' press release dated March 29, 2002, publicly announcing the matters reported herein.

NEWS RELEASE

[WILLIAMS LOGO]

NYSE: WMB

DATE: March 29, 2002

CONTACT:	Jim Gipson Williams (media relations) (918) 573-2111 jim.gipson@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 MEETS FINAL MAJOR OBLIGATION TO FORMER
TELECOMMUNICATIONS UNIT

TULSA, Okla. - Williams (NYSE: WMB) today announced it has paid \$753 million related to Williams Communications Group, Inc.'s (NYSE:WCGR) purchase of certain telecommunications facilities that WCGR had been leasing. In return, Williams will receive an instrument of unsecured debt from WCG in the same amount.

Williams announced on March 11 that it was prepared to perform on the obligation, which is the company's last major contingent liability related to WCGR. The financial impact was reported on March 7 in Williams' 2001 earnings report.

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.