UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| - | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) | | |
|----|--|---|--|
| 1. | Name and Address of Reporting Person* (Last, First, Middle) | Issuer Name and Ticker or I.R.S. Identificat Trading Symbol Person, if an enti | ion Number of Reporting ity (Voluntary) |
| | The Williams Companies, Inc. | Williams Coal Seam Gas Royalty Trust (WTU) | |
| | One Williams Center | 4. Statement for (Month/Day/Year) 5. If Amendment, I December 16, 2002 | Date of Original (Month/Day/Year) |
| | (Street) | 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) 7. Individual or Joint (Check Applicable) | 1 0 |
| | Tulsa, OK 74172 | O Director ⊠ 10% Owner ⊠ Form filed by | y One Reporting Person |
| | (City) (State) (Zip) | 0Officer (give title below)0Form filed by0Other (specify below) | y More than One Reporting Person |

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).

| 1. Title of Security (Instr. 3) | 2. | Transaction Date (Month/Day/Year) | | 2a. | Deemed Execution Date, if any. (Month/Day/Year) | 3. | Transac (Instr. 8) | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | d (A) | 5. | Amount of Securities Beneficially Owned Following Reported Transactions(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 | | Amoun | | (A) or (D) | Price | | | | | | |
| Common Units | | 12/16/02 | | | | S | | | 11,200 |) | D | \$10.0924 | | | | | | |
| Common Units | | 12/17/02 | | | | S | | | 3,000 |) | D | \$10.0900 | | 75,300 | | D | | |
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Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | 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. | Transactio Code (Instr. 8) | n | 5. | Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | |
| | | | | | | | | | Code | v | | (A) | (D) |
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| Date Exercisa Expiration D (Month/Day/Y | ate | 7. | Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. | Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------|----|---|--------|--|-----|--|-----------|---|-----|--|
| Date Exercisable | Expiration Date | | Amount o Number o Title Shares | r f | | | | | | | |
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| lanation of | Responses: | | | | | | | | | | |
| | | Cł | ner S. Lawrence, At Williams Co | | | The | Decemb | oer 18, 2 | 002 | | |
| | | | **Signature of I | Repoi | ting Person | | | Date | | | |

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^{**} 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.