

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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. Date of Event Requiring Statement (Month/Day/Year) <u>08/23/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>Williams Partners L.P. [WPZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See footnotes (3) & (5)</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/11/2005</u> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Units representing limited partner interests</u>	<u>2,000,000</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	<u>I</u>	<u>See footnotes</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Subordinated Units representing limited partner interests</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Units</u>	<u>7,000,000</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	<u>(6)</u>	<u>I</u>	<u>See footnotes</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽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)

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

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

(Last) (First) (Middle)
ONE WILLIAMS CENTER

(Street)
TULSA OK 74172

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Williams Partners GP LLC

(Last) (First) (Middle)
ONE WILLIAMS CENTER

(Street)
TULSA OK 74172

(City) (State) (Zip)

Explanation of Responses:

- As of August 23, 2005, The Williams Companies, Inc. ("TWC") owned directly or indirectly 100% of each of Williams Partners GP LLC (the "General Partner"), Williams Partners Holdings LLC ("Holdings"), Williams Energy Services, LLC ("WES"), Williams Energy, L.L.C. ("WE"), Williams Discovery Pipeline LLC ("Williams Pipeline") and MAPCO Inc. ("MAPCO"). As of August 23, 2005, (a) MAPCO was the sole member of WE, (b) WES was the sole stockholder of MAPCO and the sole member of Williams Pipeline and the General Partner, and (c) the General Partner was the sole general partner of Williams Partners L.P. (the "Issuer").
- At the closing of the Issuer's initial public offering on August 23, 2005, each of Holdings, WES, WE, Williams Pipeline and the General Partner contributed certain assets to the Issuer and in exchange therefore (a) Holdings received 685,183 Common Units and 2,398,139 Subordinated Units, (b) WES received 253,557 Common Units and 887,450 Subordinated Units, (c) WE received 715,693 Common Units and 2,504,925 Subordinated Units, (d) Williams Pipeline received 345,567 Common Units and 1,209,486 Subordinated Units and (e) the General Partner received a continuation of its 2% general partner interest and certain incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions, in the Issuer.
- TWC indirectly beneficially owns (a) the Common Units and Subordinated 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 and Subordinated Units noted above and indirectly beneficially owns (a) the Common Units and Subordinated 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 and the Subordinated 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.
- The General Partner is the sole general partner of (and holds a 2% interest and IDRs in) the Issuer and by virtue of its rights under the Issuer's Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement") it may be deemed to control the securities of the Issuer. The General Partner disclaims beneficial ownership of any Common Units or Subordinated Units representing limited partner interests in the Issuer other than those attributable to its general partner interest and IDRs in the Issuer.
- Each Subordinated Unit will convert into one Common Unit at the end of the subordination period, which will end once the Issuer meets certain financial tests set forth in the Partnership Agreement. These financial tests require, among other things, that the Issuer either (a) have earned and paid the minimum quarterly distribution and arrearages (if any) on all of its outstanding units for any three consecutive, non-overlapping four-quarter periods or (b) have earned and paid an amount that equals or exceeds 150% of the annualized minimum quarterly distribution on each outstanding unit for any four-quarter period. The Subordinated Units do not have an expiration date.

Remarks:

<u>/s/ Brian K. Shore, Corporate Secretary</u>	<u>08/25/2005</u>
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<u>/s/ Brian K. Shore, Corporate Secretary</u>	<u>08/25/2005</u>

** 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 5 (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.