

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 5)*

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

TRANSCO ENERGY COMPANY
(NAME OF SUBJECT COMPANY)

THE WILLIAMS COMPANIES, INC.
(BIDDER)

COMMON STOCK, PAR VALUE \$0.50 PER SHARE
(INCLUDING THE ATTACHED COMMON SHARE PURCHASE RIGHTS)
(TITLE OF CLASS OF SECURITIES)

89353210
(CUSIP NUMBER OF CLASS OF SECURITIES)

J. FURMAN LEWIS
SENIOR VICE PRESIDENT AND
GENERAL COUNSEL
ONE WILLIAMS CENTER
TULSA, OKLAHOMA 74172
(918) 588-2000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

WITH A COPY TO:

RANDALL H. DOUD, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
TELEPHONE: (212) 735-3000

CALCULATION OF FILING FEE

Transaction valuation(**) Amount of filing fee(***)

* This Amendment also constitutes Amendment No. 5 to the Schedule 13D with respect to the Securities of the Subject Company filed by the Bidder.

** For purposes of calculating the filing fee only. This calculation assumes the purchase of 24,600,000 shares of Common Stock, par value \$0.50 per share, of Transco Energy Company, together with the attached Common Share Purchase Rights, at \$17.50 net per share (and Right) in cash.

*** The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate value of cash offered by The Williams Companies, Inc. for such number of shares.

\$430,500,000

\$86,100

[x] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$86,100

Filing Party: The Williams
Companies, Inc.

Form or Registration No.: Schedule 14D-1. Date Filed: December 16, 1994

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") dated December 16, 1994, as amended, relating to the tender offer by The Williams Companies, Inc., a Delaware corporation (the "Purchaser"), to purchase up to 24,600,000 of the outstanding shares of common stock, par value \$0.50

per share (and the attached common share purchase rights), of Transco Energy Company, a Delaware corporation (the "Company"), at \$17.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 16, 1994 and the related Letter of Transmittal. Unless otherwise defined herein, all terms used herein shall have the meanings set forth in the Schedule 14D-1.

Item 6 is hereby amended to add the following:

Item 6. Interest in Securities of the Subject Company.

The Offer expired at 12:00 Midnight, New York City time, on January 17, 1995 pursuant to which the Purchaser has accepted for payment 24.6 million Shares. The period for the physical delivery of Shares pursuant to notices of guaranteed delivery will expire at 5:00 p.m., New York City time, on Tuesday, January 24, 1995. The Depository has informed the Purchaser that based on a preliminary count 35,499,826 Shares, or approximately 86.7% of the outstanding Shares, were validly tendered and not withdrawn prior to the expiration of the Offer. Approximately 21.4% of the Shares tendered were tendered pursuant to guaranteed delivery procedures. A final count will not be available until the completion of the period for guaranteed delivery in approximately one week. However, based on the preliminary count, the Purchaser expects to purchase approximately 69.2961% of the number of Shares accompanying each valid tender. A copy of the press release issued by the Purchaser relating to the foregoing is attached as Exhibit (a)(13) hereto and is incorporated herein by reference.

Item 7 is hereby amended to add the following:

Item 7. Contracts, Arrangements, Understandings or Relationships With Respect to the Subject Company's Securities.

The Purchaser has been advised by the Company that, as contemplated by the Merger Agreement, the Company has redeemed the Rights for \$.05 per right. As contemplated by the Merger Agreement and the Offer, the redemption amount in respect of Shares purchased pursuant to the Offer will be retained by the Purchaser and the redemption amount in respect of the remaining Shares will be paid to the record holders of such shares as of the close of business Tuesday, January 17, 1995.

Item 11 is hereby amended and supplemented by adding the following exhibit:

Item 11. Material to be Filed as Exhibits.

(a)(13) Text of Press Release, dated January 18, 1995, issued by The Williams Companies, Inc.

This Amendment No. 5 also amends and supplements the Schedule 13D filed by the Purchaser on December 16, 1994, as amended (the "Schedule 13D"), with respect to the securities of the Company.

Lines 7 and 9 of the cover page of the Schedule 13D are hereby amended to read as follows:

(7) Sole Voting Power: 32,100,000

(9) Sole Dispositive Power: 32,100,000

Line 11 of the cover page of the Schedule 13D is hereby amended to add the following:

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

As of the expiration of the Offer, the Purchaser may be deemed to be the beneficial owner of all 24,600,000 Shares accepted for payment pursuant to the Offer. Assuming exercise of the Option under the Stock Option Agreement, the Purchaser may then be deemed to be the beneficial owner of 32,100,000

Shares.

Line 13 of the cover page of the Schedule 13D is hereby amended to read as follows:

- (13) 66.3% (Based on shares reported to be outstanding and assuming exercise in full of the Option under the Stock Option Agreement.)

Item 5 of the Schedule 13D is hereby amended to add the following:

- (a)-(c) The Offer expired at 12:00 Midnight, New York City time, on January 17, 1995 pursuant to which the Purchaser has accepted for payment 24.6 million Shares at \$17.50 per Share in cash. As of the expiration of the Offer, the Purchaser may be deemed to be the beneficial owner of all 24,600,000 Shares accepted for payment pursuant to the Offer. The Purchaser may be deemed to have sole voting and dispositive power with respect the Shares accepted for payment pursuant to the Offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 18, 1995

THE WILLIAMS COMPANIES, INC.

By: /s/ J. FURMAN LEWIS

Name: J. Furman Lewis
Title: Senior Vice President
and General Counsel

For more information contact:

Jim Gipson (918) 588-2111 (Media)
Linda Lawson (918) 588-2087 (Investors)

WILLIAMS ANNOUNCES COMPLETION OF TENDER OFFER FOR
TRANSCO ENERGY

TULSA -- The Williams Companies, Inc. announced today that based on a preliminary count 35.1 million shares, or approximately 85.7 percent, of Transco Energy Company's common stock were tendered to Williams for purchase. Williams has accepted 24.6 million shares for payment.

"We are excited to have passed this significant milestone," said Keith E. Bailey, chairman, president and chief executive officer of Williams. "We are convinced the magnitude of opportunity available to the combined companies is even greater than we believed when we began this process, and we will turn our attention toward a timely completion of the merger."

Williams' tender offer, which began December 16 and expired at midnight Tuesday, was to acquire up to 24.6 million shares of Transco common stock at \$17.50 per share. A final proration factor will not be determined for about one week. Based on a preliminary count, Williams expects to purchase approximately 69.2961 percent of the number of shares accompanying each valid tender.

The final proration factor will be announced by Williams when it is determined, and the tendered shares will be purchased at that time.

Williams has been advised by Transco that, as contemplated by their merger agreement, Transco has redeemed the common stock purchase rights for 5 cents per right. Also as contemplated by the merger agreement, the redemption amount related to Transco shares purchased in the tender offer will be retained by Williams, and the redemption amount with respect to the remaining shares will be paid to the holders of record on the close of business Tuesday, Jan. 17.

The tender offer will be followed by a stock merger in which shares of Transco common stock not purchased will be exchanged for 0.625 shares of Williams common stock.

Transco will schedule a stockholders' meeting in late March or early April to put the merger to a vote. Because it owns the majority of Transco shares, Williams will control the outcome of the vote. A few days after the stockholders' meeting, a merger certificate will be filed, officially making Transco a wholly owned subsidiary of Williams.

Williams, listed on the NYSE under the symbol WMB, owns and operates three interstate pipeline systems, major natural gas gathering and processing facilities, a telecommunications company that specializes in serving businesses and broadcasters, and other companies that provide a variety of services to the energy industry.