

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>HILL RALPH A</u>			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 E&P</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>ONE WILLIAMS CENTER</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>TULSA</u>	<u>OK</u>	<u>74172</u>						
(City)	(State)	(Zip)							

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 ⁽¹⁾	02/25/2008		M		12,023	A	\$36.5	12,023	D	
Common Stock	02/25/2008		F		3,894	D	\$36.5	8,129	D	
Common Stock ⁽²⁾	02/26/2008		S		8,129	D	\$36.2	0	D	
Common Stock								26,712	I	By Trust ⁽³⁾

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	Amount or Number of Shares				
Restricted Stock Units	\$36.5	02/25/2008		M			12,023	02/25/2008	02/25/2008	Common Stock	12,023	\$36.5	136,088	D	
Restricted Stock Units	\$36.5	02/25/2008		A		15,132		02/25/2011	02/25/2011	Common Stock	15,132	\$36.5	151,220	D	
Restricted Stock Units ⁽⁴⁾	\$36.5	02/25/2008		A		30,264		02/25/2011	02/25/2011	Common Stock	30,264	\$36.5	181,484	D	
Employee Options (Right to Buy)	\$36.5	02/25/2008		A		12,862		02/25/2009	02/25/2018	Common Stock	12,862	\$36.5	227,823	D	
Employee Options (Right to Buy)	\$36.5	02/25/2008		A		12,862		02/25/2010	02/25/2018	Common Stock	12,862	\$36.5	240,685	D	
Employee Options (Right to Buy)	\$36.5	02/25/2008		A		12,863		02/25/2011	02/25/2018	Common Stock	12,863	\$36.5	253,548	D	

Explanation of Responses:

- Payout of Restricted Stock Units (formerly referred to as Deferred Stock) in transaction exempt under Rules 16b-3(d) and 16b-6(b) of 12,023 shares of common stock awarded under The Williams Companies, Inc. 2002 Incentive Plan of which 3,894 shares were withheld for taxes.
- Represents shares sold pursuant to a 10b5-1 plan entered into by Reporting Person and Broker on August 23, 2007.
- Represents total shares of the Company's common stock held in The Investment Plus Plan.
- Vesting subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure. The specific performance measure will be an improvement in the Company's Economic Value Added over the three year period.

Remarks:

Cher S. Lawrence, Attorney-in-Fact for Ralph A. Hill 02/27/2008

** 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.

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.