

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)  
(Final Amendment)

BARRETT RESOURCES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per  
Share (including the associated preferred  
stock purchase rights)

(Title of Class and Securities)

068480201

(CUSIP Number)

William G. von Glahn, Esq.  
Senior Vice President and General Counsel  
The Williams Companies, Inc.  
One Williams Center  
Tulsa, Oklahoma 74172  
Telephone: (918) 573-2000

With a copy to:

Morris J. Kramer, Esq.  
Richard J. Grossman, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
Telephone: 212-735-3000

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

August 2, 2001

(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to  
report the acquisition that is the subject of this Schedule 13D, and is  
filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or  
240.13d-1(g), check the following box. [ ]

SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
The Williams Companies, Inc.  
IRS Id. No: 73-0569878

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) ( )  
(b) ( )

3. SEC USE ONLY

4. SOURCE OF FUNDS\*  
BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) ( )

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER	0
8. SHARED VOTING POWER	33,479,127(1)
9. SOLE DISPOSITIVE POWER	0
10. SHARED DISPOSITIVE POWER	33,479,127(1)

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,479,127(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES ( )

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

100%(2)

14. TYPE OF REPORTING PERSON  
CO

-----  
(1) As described herein, in the merger of Barrett Resources Corporation with and into Resources Acquisition Corp., with Resources Acquisition Corp. surviving, each issued and outstanding share of Barrett Resources Corporation was cancelled.

2 Based on the 33,479,127 shares issued and outstanding on August 2, 2001.

SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
Resources Acquisition Corp.  
IRS Id. No: 73-1613076

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) ( )  
(b) ( )

3. SEC USE ONLY

4. SOURCE OF FUNDS\*  
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) ( )

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER	0
8. SHARED VOTING POWER	33,479,127(1)
9. SOLE DISPOSITIVE POWER	0
10. SHARED DISPOSITIVE POWER	33,479,127(1)

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,479,127(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES ( )

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

100%(2)

14. TYPE OF REPORTING PERSON  
CO

- 1 As described herein, in the merger of Barrett Resources Corporation with and into Resources Acquisition Corp., with Resources Acquisition Corp. surviving, each issued and outstanding share of Barrett Resources Corporation was cancelled.
- 2 Based on the 33,479,127 shares issued and outstanding on August 2, 2001.

The Williams Companies, Inc., a Delaware corporation ("Williams"), and Resources Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Williams ("Purchaser" and together with Williams, the "Reporting Persons"), hereby file this Amendment No. 2 (this "Amendment No. 2") to amend and supplement the Statement on Schedule 13D originally filed on June 15, 2001 by the Reporting Persons (the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$.01 per Share (including the associated preferred stock purchase rights), of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"). The Schedule 13D was originally filed as the Final Amendment to the Schedule TO of the Reporting Persons with respect to the Shares acquired by Purchaser in a tender offer completed on June 11, 2001. Capitalized terms used but not described herein shall have the meanings ascribed thereto in the Schedule 13D. The Schedule 13D is hereby amended and supplemented by this Amendment No. 2, which constitutes the Final Amendment to the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

The response to Item 4 and Items 5(a) and 5(b) of the Schedule 13D is hereby amended and supplemented to add the following:

On August 2, 2001, pursuant to the Agreement and Plan of Merger, dated as of May 7, 2001, by and among Williams, Purchaser and Barrett Resources, Barrett Resources merged with and into Purchaser with Purchaser as the surviving corporation continuing as a wholly owned subsidiary of Williams. As of the effective time of the merger (the "Effective Time"), all issued and outstanding Shares (other than Shares owned by Williams and Purchaser) were converted into the right to receive 1.767 shares of Williams common stock (together with the associated preferred stock purchase rights). The Reporting Persons, the holders of 16,730,502 issued and outstanding Shares prior to the Effective Time, thus became the owners of 100% of the issued and outstanding Shares. As a result of the merger, the Shares have become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934 and will be delisted from the New York Stock Exchange. The joint press release issued by Williams and Barrett Resources on August 2, 2001 announcing the completion of the merger is filed as Exhibit 99.2 to this Amendment No.2 and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by adding the following document as an exhibit:

Exhibit 99.2 Joint Press Release issued by Williams and Barrett Resources on August 2, 2001.

SIGNATURE

After reasonable 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.

RESOURCES ACQUISITION CORP.

By: /s/ Ralph A. Hill

Name: Ralph A. Hill

Title: Senior Vice President

THE WILLIAMS COMPANIES, INC.

By: /s/ Keith E. Bailey

-----  
Name: Keith E. Bailey  
Title: Chairman, President and  
Chief Executive Officer

Dated: August 2, 2001

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
Exhibit 99.2	Joint Press Release issued by Williams and Barrett Resources on August 2, 2001.

[GRAPHIC OMITTED]

Barrett Resources  
News Release

NYSE:WMB

Date: August 2, 2001

Contact:	Kathleen Eccleston-Bickell Williams (media relations) (918) 573-1316 kathleen.eccleston-bickell@williams.com	Rick Rodekohr Williams (investor relations) (918) 573-2087 rick.rodekohr@williams.com	Robert Howard Barrett (investor relations) (303) 572-3900 rhoward@brr.com
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Williams Completes Merger With Barrett; Announces Management Team  
Barrett Special Stockholder Vote Today

TULSA, Okla. and DENVER - Williams (NYSE: WMB) and Barrett Resources Corporation (NYSE: BRR) announced the completion of their planned merger. Barrett stockholders approved the merger at a special stockholder meeting today in Denver. The certificate of merger was subsequently filed with the Secretary of State of Delaware. Williams will begin distributing the materials necessary for Barrett stockholders to effect an exchange of their Barrett shares for Williams shares within the next five business days.

Williams signed a merger agreement with Barrett on May 7. Terms of that agreement included a cash tender offer by Williams for 50 percent of the Barrett shares at \$73 per share net in cash, which was completed on June 11. Through the merger, each remaining share of Barrett common stock, other than shares held by Williams, was converted into the right to receive 1.767 shares of Williams common stock. Barrett stockholders will receive cash in lieu of fractional Williams shares.

As a result of the merger, Barrett merged into a wholly owned subsidiary of Williams. As of the end of trading today Barrett shares will cease trading on the New York Stock Exchange and thereafter will be delisted from the NYSE.

"We are very excited about the completion of the merger for a variety of reasons, one of which being Barrett's talented work force and its expertise in the Rocky Mountain natural gas basins. Barrett's assets are a complementary fit with Williams' existing assets and goals companywide. They offer synergies to Williams' horizontal assets as well as a natural hedge to our growing power portfolio. We are also very pleased to be able to announce the new post-merger management and forge ahead," said Steven J. Malcolm, executive vice president of Williams and CEO Williams Energy Services.

The new management structure for Williams' exploration and production group consists of Ralph Hill, senior vice president and general manager; Bryan Guderian, vice president Tulsa region; Joe Jagers, vice president Denver region; and Neal Buck, vice president commercial operations and gas management.

Additional Information

In addition to the registration statement and the proxy statement/prospectus filed in connection with the merger, Williams and Barrett have filed annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any reports, statements or other information filed by Barrett or Williams at the SEC Public Reference Rooms at 450 Fifth St., N.W., Washington, D.C. 20549 or at any of the SEC's other public reference rooms in New York and Chicago. Please call the SEC at (800) SEC-0330 for further information on the public reference rooms. Williams' and Barrett's filings with the SEC also are available to the public from commercial document-retrieval services and at the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov).

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](http://www.williams.com).

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Portions of this document may constitute "forward-looking statements" as defined by federal law. Although Williams and Barrett believe 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 annual reports filed by Williams and Barrett with the Securities and Exchange Commission.