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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2008

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-4174	73-0569878
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Williams Center, Tulsa, Oklahoma	74172
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 918/573-2000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On June 25, 2008, The Williams Companies, Inc. ("Williams") announced that it has increased its consolidated segment profit and earnings per share guidance for 2008 and 2009. A copy of the press release announcing the same is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein. The press release is being furnished pursuant to Item 7.01, Regulation FD Disclosure. The information furnished is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Williams also wishes to disclose for Regulation FD purposes its slide presentation, furnished herewith as Exhibit 99.2, to be utilized during an analyst meeting and webcast on the morning of June 25, 2008. The slide presentation is being furnished pursuant to Item 7.01, Regulation FD Disclosure. The information furnished is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(a) None

(b) None

(c) None

(d) Exhibits

Exhibit 99.1	Copy of Williams' press release dated June 25, 2008.
Exhibit 99.2	Copy of Williams' slide presentation to be utilized during the June 25, 2008, analyst meeting and webcast.

Pursuant to the requirements of the Securities Exchange Act of 1934, Williams has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE WILLIAMS COMPANIES, INC.

Date: June 25, 2008

/s/ La Fleur C. Browne
Name: La Fleur C. Browne
Title: Assistant General Counsel and Corporate Secretary

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
Exhibit 99.1	Copy of Williams' press release dated June 25, 2008.
Exhibit 99.2	Copy of Williams' slide presentation to be utilized during the June 25, 2008, analyst meeting and webcast.

Exhibit 99.1

NewsRelease

NYSE: WMB

Date: June 25, 2008

Williams Announces 34% Increase in 2008 Earnings Guidance

- *2009 Earnings Guidance Up 21%*
- *Growth Projects Drive Capital Expenditure Guidance Increase for 2008, 2009*
- *Today's Management Meeting with Analysts to be Webcast Live*

TULSA, Okla. — Williams (NYSE: WMB) announced today it has increased its consolidated segment profit and earnings per share guidance for 2008 and 2009.

Williams has increased its 2008 consolidated recurring segment profit guidance to a range of $3.1 billion to $3.65 billion and earnings per share to a range of $2.30 to $2.80. The previous ranges were $2.5 billion to $3.0 billion and $1.70 to $2.10, respectively. For 2009, Williams has increased its consolidated segment profit guidance to a range of $2.9 billion to $3.8 billion and earnings per share to a range of $2.05 to $2.90. The previous ranges were $2.6 billion to $3.2 billion and $1.80 to $2.30, respectively.

All consolidated segment profit and earnings per share ranges are presented on a recurring basis adjusted to remove the effect of mark-to-market accounting. A reconciliation of the company's income from continuing operations to recurring income from continuing operations and mark-to-market adjustments is available as an attachment to this news release. The latest previous guidance ranges were released on May 1, along with the company's first-quarter 2008 financial results.

The increase in earnings guidance primarily reflects the company's more favorable outlook for commodity prices during 2008 and 2009. The more favorable prices are expected to benefit the company's exploration & production and midstream businesses. A chart attached to the end of this press release includes the guidance updates for the business segments and Williams in total.

For 2008 the company now expects unhedged natural gas prices ranging from $9.00 to $10.50 per Mcfe (Henry Hub) and crude oil pricing in the range of $100 to $120 per barrel (West Texas Intermediate). Also for 2008, the company now expects average natural gas liquid (NGL) margins of 57 to 68 cents per barrel, up from previous guidance of 42 to 53 cents.

For 2009, the company now expects unhedged natural gas prices ranging from $8.00 to $10.50 per Mcfe (Henry Hub) and crude oil pricing in the range of $80 to $120 per barrel (WTI). For 2009, the company now expects average NGL margins of 43 to 71 cents per barrel, up from previous guidance of 34 to 55 cents.

Growth Projects Drive Increase in Capital Expenditure Guidance

Williams also is updating its capital expenditure guidance for 2008 and 2009. The new range for 2008 is $3.03 billion to $3.38 billion, up from the previous range of $2.6 billion to $2.95 billion. For 2009, the new range is $2.63 billion to $3.03 billion, compared with the previous range of $2.3 billion to $2.7 billion.

Williams' recent acquisition of 24,000 net acres in the Piceance Basin and the associated increase in drilling activity are the primary drivers of the increase in capital expenditure guidance in 2008 and 2009. The recently announced planned expansion of the Echo Springs cryogenic processing plant is also driving the 2009 increase.

A chart attached to the end of this press release includes the capital expenditure guidance updates for the business segments and Williams in total.

While the company has previously stated it was investigating numerous investment opportunities not yet included its capital expenditure guidance, it will now provide capital expenditure expectations for these potential future projects. The inclusion of potential future project expectations is designed to provide investors with Williams' current views on total potential capital in the given year.

For 2008, Williams has identified $100 million to $300 million in potential future projects, setting its total potential capital for the year at a range of $3.13 billion to $3.68 billion.

For 2009, Williams has identified $400 million to $800 million in potential future projects, setting its total potential capital for the year at a range of $3.03 billion to $3.83 billion.

The company is also reviewing additional investment opportunities it may pursue and add to total potential capital expenditures for 2008 and 2009.

Update on Share Repurchase Program

In July 2007, Williams announced that its board of directors authorized the repurchase of up to $1 billion of the company's common stock. The stock-repurchase program has no expiration date.

Through June 19, 2008, the company has purchased approximately 24.5 million shares for $840 million under the program at an average cost of $34.23 per share.

Today's Analyst Meeting to be Webcast Live

Williams' senior management will discuss the updated earnings and capital expenditure outlook in an analyst meeting the company is hosting today in New York City. The meeting will include highlights and overviews of Williams and the master limited partnerships Williams Partners L.P. (NYSE: WPZ) and Williams Pipeline Partners L.P. (NYSE: WMZ).

The meeting will be broadcast live via webcast, beginning at 8:30 a.m. EDT. Participants are encouraged to access the webcast at www.williams.com, www.williamslp.com or www.williamspipelinepartners.com. Slides are available on all three web sites for viewing, downloading and printing.

A limited number of phone lines also will be available at (877) 810-7934. International callers should dial (706) 902-3248. A replay of the analyst meeting webcast will be available for two weeks following the event at the web sites listed above.

Recurring Segment Profit Guidance
Dollars in millions

	2008		2009	
	June 25 Guidance	May 1 Guidance	June 25 Guidance	May 1 Guidance
Exploration & Production	$1,350 - 1,700	$1,000 - 1,300	$1,250 - 1,750	$1,100 - 1,400
Midstream Gas & Liquids	1,100 - 1,300	775 - 1,025	1,000 - 1,400	850 - 1,150
Gas Pipeline	625 - 675	625 - 675	640 - 690	640 - 690
Gas Marketing	(20) - 10	(10) - 10	(10) - 30	5 - 30
Total Recurring Before MTM Adj.*	$3,110 - 3,660	$2,510 - 3,010	$2,930 - 3,830	$2,630 - 3,230
MTM Adjustment	(10)	(10)	(30)	(30)
Total Recurring After MTM Adjustment	$3,100 - 3,650	$2,500 - 3,000	$2,900 - 3,800	$2,600 - 3,200

* *Sum of the ranges for the business units does not match the consolidated total due to the offsetting effect of natural gas prices within the business units. Also, corporate and other is not forecast separately but is included in the total guidance.*

Capital Expenditure Guidance
Dollars in millions

	2008		2009	
	June 25 Guidance	May 1 Guidance	June 25 Guidance	May 1 Guidance
Exploration & Production	$1,800 - 2,000	$1,450 - 1,650	$1,625 - 1,825	$1,450 - 1,650
Midstream Gas & Liquids	800 - 850	700 - 750	600 - 650	450 - 500
Gas Pipeline	350 - 450	360 - 495	400 - 550	400 - 550
Gas Marketing	—	—	—	—
Other/Corporate	60 - 90	60 - 90	10 - 30	10 - 30
Total	$3,025 - 3,375	$2,600 - 2,950	$2,625 - 3,025	$2,300 - 2,700
Potential Future Projects	100 - 300	—	400 - 800	—
Total Potential Capital	$3,125 - 3,675	—	$3,025 - 3,825	—

The sum of ranges for each business line does not necessarily match total range.

About Williams (NYSE: WMB)
Williams, through its subsidiaries, finds, produces, gathers, processes and transports natural gas. Williams' operations are concentrated in the Pacific Northwest, Rocky Mountains, Gulf Coast, and Eastern Seaboard. More information is available at http://www.williams.com. Go to http://www.b2i.us/irpass.asp?BzID=630&to=ea&s=0 to join our e-mail list.

Contact: Jeff Pounds
Williams (media relations)
(918) 407-2611

Travis Campbell
Williams (investor relations)
(918) 573-2944

Sharna Reingold
Williams (investor relations)
(918) 573-2078

# # #

Portions of this document may constitute "forward-looking statements" as defined by federal law. Although the company believes 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 company's annual reports filed with the Securities and Exchange Commission.

Non-GAAP Reconciliation

2008-09 Forecast Guidance Contribution
Dollars in millions, except per-share amounts

	2008	2009
Income from Continuing Operations:	**$1,458 - 1,758**	**$1,250 - 1,760**
Non-Recurring Items (Pretax)	(118)	—
Less Taxes	(45)	—
Non-Recurring After Tax	(73)	—
Recurring Income from Cont. Ops.	**1,385 - 1,685**	**1,250 - 1,760**
Recurring EPS	**$2.31 - $2.81**	**$2.08 - $2.93**
Mark-to-Market Adjustment (Pretax)	(10)	(30)
Less Taxes (39%)	(4)	(12)
Mark-to-Market Adjust. After Tax	(6)	(18)
Inc. from Cont. Ops. After MTM Adj.	**1,379 - 1,679**	**1,232 - 1,742**
Inc. from Cont. Ops. After MTM Adj. EPS	**$2.30 - $2.80**	**$2.05 - $2.90**

Non-GAAP Reconciliation

2008-09 Reported Segment Profit
Dollars in millions

	2008		2009	
	June 25 Guidance	May 1 Guidance	June 25 Guidance	May 1 Guidance
Exploration & Production	$1,468 - 1,818	$1,118 - 1,418	$1,250 - 1,750	$1,100 - 1,400
Midstream Gas & Liquids	1,100 - 1,300	775 - 1,025	1,000 - 1,400	850 - 1,150
Gas Pipeline	625 - 675	625 - 675	640 - 690	640 - 690
Gas Marketing	(20) - 10	(10) - 10	(10) - 30	5 - 30
Total Reported Before MTM Adj.*	$3,228 - 3,778	$2,628 - 3,128	$2,930 - 3,830	$2,630 - 3,230
MTM Adjustment	(10)	(10)	(30)	(30)
Total Reported After MTM Adj.	$3,218 - 3,768	$2,618 - 3,118	$2,900 - 3,800	$2,600 - 3,200
Nonrecurring Items	(118)	(118)	—	—
Total Recurring After MTM Adj.	$3,100 - 3,650	$2,500 - 3,000	$2,900 - 3,800	$2,600 - 3,200
Gas Marketing After MTM Adj.	($30) - 0	($20) - 0	($40) - 0	($25) - 0

* *Sum of the ranges for the business units does not match the consolidated total due to the offsetting effect of natural gas prices within the business units. Also, corporate and other is not forecast separately but is included in the total guidance.*

Williams 2008 Analyst Day

June 25, 2008

Agenda

Continental Breakfast

▪ Welcome & Introductions	Travis Campbell
▪ Introductory Remarks	Steve Malcolm
▪ Commodity Outlook	Jeff Nevins
▪ Exploration & Production	Ralph Hill
Break	
▪ Midstream	Alan Armstrong
▪ Gas Pipeline	Phil Wright
▪ Corporate Overview	Don Chappel
▪ Summary	Steve Malcolm
Lunch	
▪ WPZ	Alan Armstrong, Don Chappel
▪ WMZ	Phil Wright, Don Chappel
▪ Conclusion	Steve Malcolm

Forward Looking Statements

Our reports, filings, and other public announcements might contain or incorporate by reference statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. You typically can identify forward-looking statements by the use of forward-looking words, such as "anticipate," believe," "could," "continue," "estimate," "expect," "forecast," "may," "plan," "potential," "project," "schedule," "will," and other similar words. These statements are based on our intentions, beliefs, and assumptions about future events and are subject to risks, uncertainties, and other factors. Actual results could differ materially from those contemplated by the forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with such statements, other factors could cause our actual results to differ materially from the results expressed or implied in any forward-looking statements. Those factors include, among others:

- Our businesses are subject to complex government regulations that are subject to changes in the regulations themselves or in their interpretation or implementation;
- Our gas sales, transmission and storage operations are subject to government regulations and rate proceedings that could have an adverse impact on our ability to recover the costs of operating our pipeline facilities;
- Our risk measurement and hedging activities might not prevent losses;
- Natural gas and natural gas liquids and gas prices are volatile and this volatility could adversely affect our financial results, cash flows, access to capital and ability to maintain existing businesses;
- Our operating results might fluctuate on a seasonal and quarterly basis;
- Risks related to laws of other countries, taxes, economic conditions, fluctuations in currency rates, political conditions and policies of foreign governments;
- Legal proceedings and governmental investigations related to our business;
- Despite our restructuring efforts, we may not maintain investment grade ratings;
- Institutional knowledge represented by our former employees now employed by our outsourcing service provider might not be adequately preserved;
- Failure of the outsourcing relationship might negatively impact our ability to conduct our business;

Forward Looking Statements (cont.)

Williams. 100 Years of Ingenuity

- Our ability to receive services from outsourcing provider locations outside the United States might be impacted by cultural differences, political instability, or unanticipated regulatory requirements in jurisdictions outside the United States;
- We could be held liable for the environmental condition of any of our assets, which could include losses or costs of compliance that exceed our current expectations;
- Environmental regulation and liability relating to our business will be subject to environmental legislation in all jurisdictions in which it operates, and such legislation may be subject to change;
- Potential changes in accounting standards that might cause us to revise our financial disclosure in the future, which might change the way analysts measure our business or financial performance;
- The continued availability of natural gas reserves to our natural gas transmission and midstream businesses;
- Our drilling, production, gathering, processing and transporting activities involve numerous risks that might result in accidents and other operating risks and costs;
- Compliance with the Pipeline Improvement Act may result in unanticipated costs and consequences;
- Estimating reserves and future net revenues involves uncertainties and negative revisions to reserve estimates and oil and gas price declines may lead to impairment of oil and gas assets;
- The threat of terrorist activities and the potential for continued military and other actions;
- The historic drilling success rate of our exploration and production business is no guarantee of future performance; and
- Our assets and operations can be affected by weather and other phenomena.

In light of these risks, uncertainties, and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time that we have described. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Investors are urged to closely consider the disclosures and risk factors in our annual report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2008, and our quarterly reports on Form 10-Q available from our offices or from our website at www.williams.com.

Oil and Gas Reserves and Resource Potential Disclaimer

The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves. We have used certain terms in this presentation such as "probable" reserves and "possible" reserves and "unrisked theoretical resource estimates" that the SEC's guidelines strictly prohibit us from including in filings with the SEC. The SEC defines proved reserves as estimated hydrocarbon quantities that geological and engineering data demonstrate with reasonable certainty to be recoverable in the future from known reservoirs under the assumed economic conditions. Probable and possible reserves are estimates of potential reserves that are made using accepted geological and engineering analytical techniques, but which are estimated with reduced levels of certainty than for proved reserves. Generally under such techniques, probable reserve estimates are more than 50% certain and possible reserve estimates are less than 50% but more than 10% certain. Unrisked theoretical resource estimates are even less certain than those for possible reserves and are not risk adjusted. Unrisked theoretical resource estimates include (i) an estimate of hydrocarbon quantities for new areas for which we do not have sufficient information to date to classify the resources as probable or even possible reserves and (ii) the amount by which we have reduced our probable and possible reserves for existing areas to take into account the reduced level of certainty of recovery of the resources. Unlike probable and possible reserves, unrisked theoretical resource estimates do not take into account the uncertainty of resource recovery and, therefore, are not indicative of the expected future recovery and should not be relied upon.

Reference to "Resource Potential" includes proved, probable and possible reserves as well as unrisked theoretical resource estimates that might never be recoverable and are contingent on exploration success, technical improvements in drilling access, commerciality and other factors.

Investors are urged to closely consider the disclosures and risk factors in our annual report on Form 10-K filed with the Securities and Exchange Commission on Feb. 26, 2008, and our quarterly reports on Form 10-Q available from our offices or from our website at www.williams.com.

Williams

Steve Malcolm
Chairman, President & CEO

Very Small Exposure to Rockies Prices

Williams.
100 Years of Ingenuity

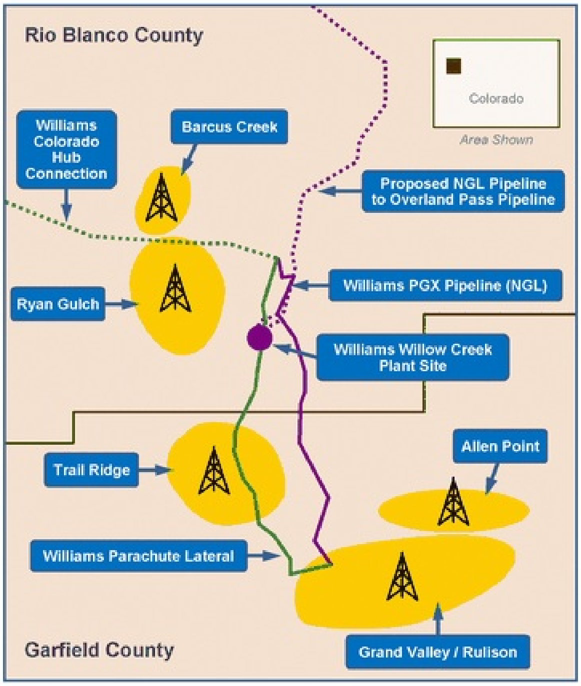
Higher-Priced Markets and Hedges	Markets in the Rockies
	
87%	13%

1Q 2008 domestic production

Williams' Powerful Piceance Package

Williams. 100 Years of Ingenuity

Top-Tier Growth Basin in North America

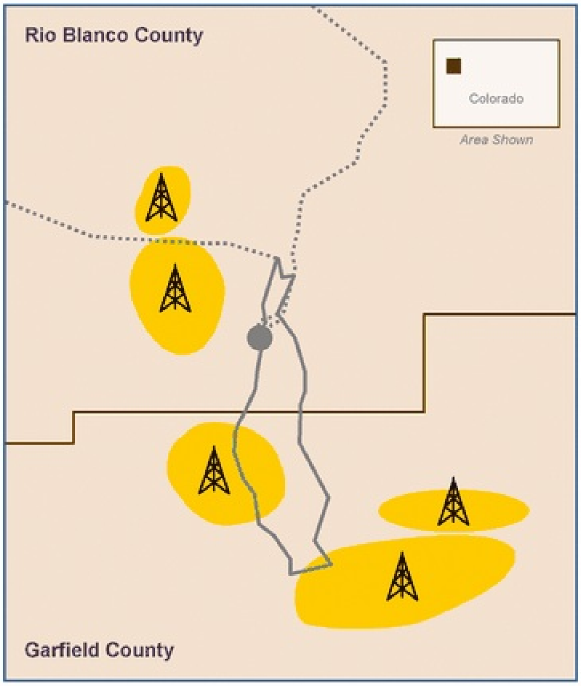


Williams' Powerful Piceance Package

Williams. 100 Years of Ingenuity

Top-Tier Growth Basin in North America

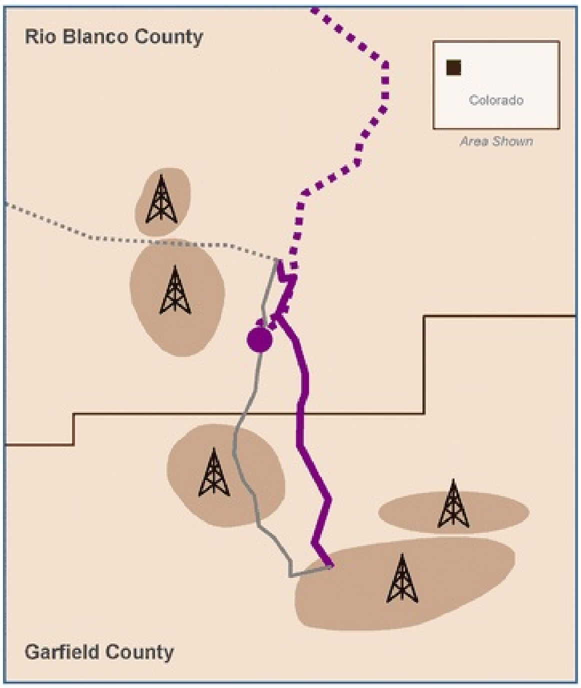
- Largest, most active producer
- Running 26 rigs
- Delivering production growth
- Nearly 9,000 drilling locations
- 9.2 Tcfe proved, probable and possible reserves
- Operate ~2,400 wells
- Highly regarded operator – best practices, innovations



Williams' Powerful Piceance Package

Top-Tier Growth Basin in North America

- Largest, most active producer
- Running 26 rigs
- Delivering production growth
- Nearly 9,000 drilling locations
- 9.2 Tcfe proved, probable and possible reserves
- Operate ~2,400 wells
- Highly regarded operator – best practices, innovations
- Willow Creek cryogenic plant
- PGX pipeline
- NGL pipeline to Overland Pass

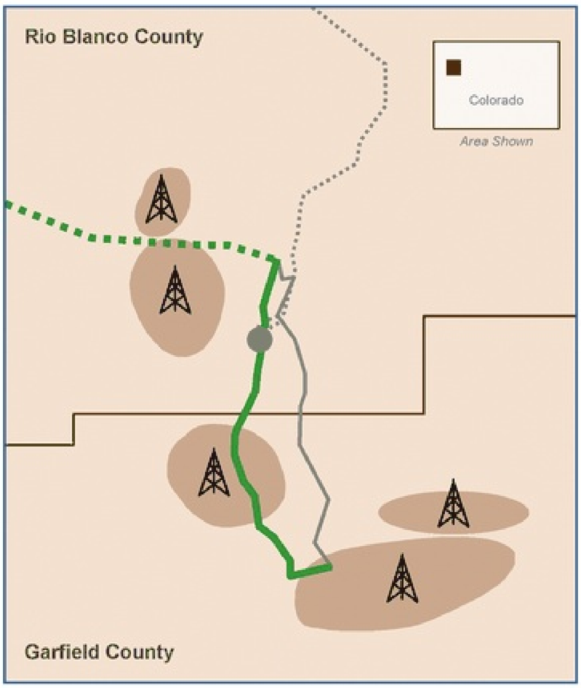


Williams' Powerful Piceance Package

Williams. 100 Years of Ingenuity

Top-Tier Growth Basin in North America

- Largest, most active producer
- Running 26 rigs
- Delivering production growth
- Nearly 9,000 drilling locations
- 9.2 Tcfe proved, probable and possible reserves
- Operate ~2,400 wells
- Highly regarded operator – best practices, innovations
- Willow Creek cryogenic plant
- PGX pipeline
- NGL pipeline to Overland Pass
- Adding pipeline takeaway capacity
- Colorado Hub Connection
- Sunstone Pipeline



What's New Today

Williams. 100 Years of Ingenuity

- Raising commodity price forecast
- Increasing earnings guidance
- Growing
  - Raising capital expenditure guidance for new growth projects
  - Lining up opportunities to significantly expand our gas-processing business in burgeoning Canadian oil sands
  - Looking farther out on the horizon – acquisition-and-development and new-basin teams
- Buying back shares; progress on our $1 billion program

Williams – The Premier Natural Gas Investment

Williams
100 Years of Ingenuity

- Portfolio of best-in-class natural gas assets in North America
- Sustainable, organic growth opportunities abound
- Benefit from favorable commodity markets
- Growth with discipline – EVA[1] focus
- Pulling levers to create additional shareholder value

[1] Williams uses Economic Value Added® as the tool to measure its success.
EVA measures the value created by a company – specifically the financial return in a given period less the capital charge for that period.

June 2008 Economic Overview

Jeff Nevins
Vice President, Corporate Planning

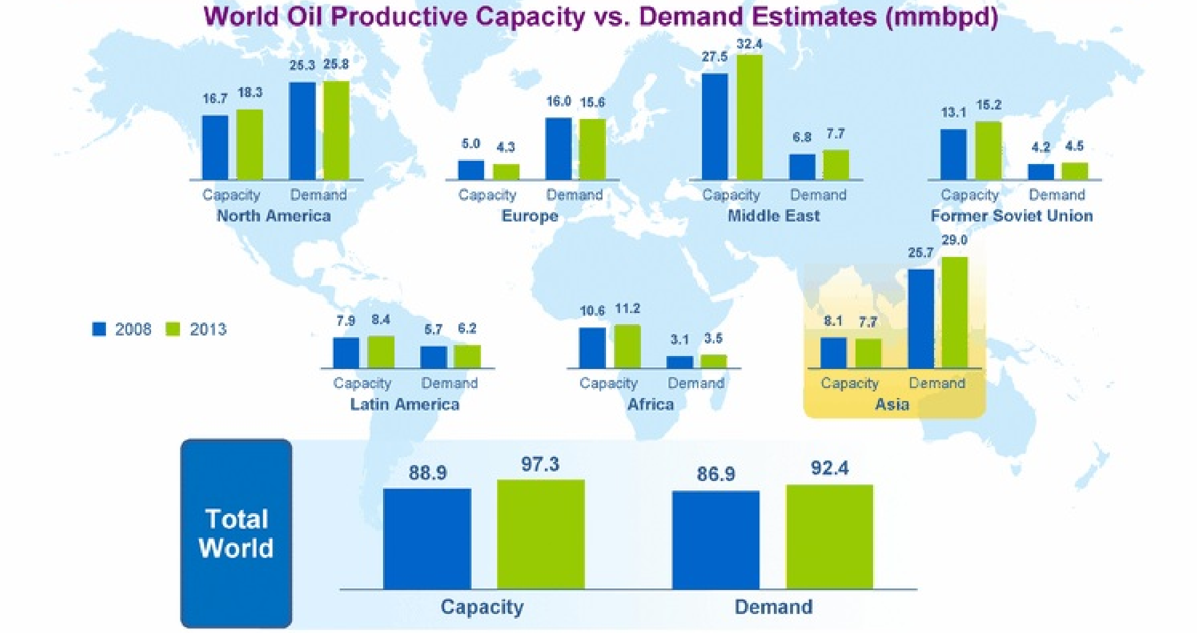
Macro Environment

- Global Crude Oil Supply / Demand Outlook
- North America Natural Gas Supply / Demand Outlook
- Global LNG Supply / Demand Outlook
- Rockies Basis Outlook
- Williams Updated Guidance
  - Commodity Prices
    - Crude (WTI)
    - Henry Hub (NYMEX)
    - Regional Basis
  - Segment Profit / EPS

Global Crude Oil Supply / Demand Outlook

Williams. 100 Years of Ingenuity

Asia's Thirst for Oil and Ability to Pay for It Will Likely Keep World Oil Markets Moderately Tight Through 2013

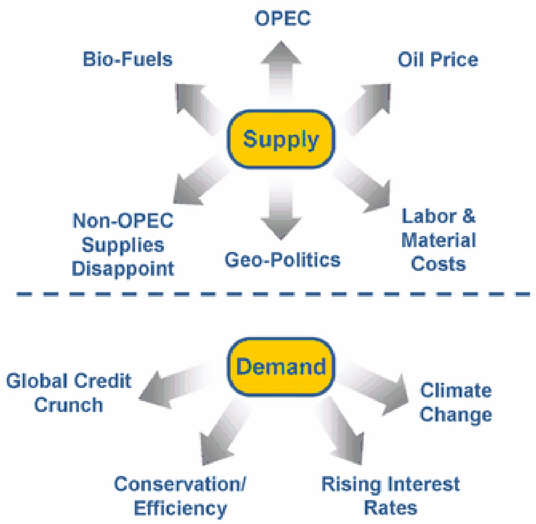


Global Oil Supply / Demand Growth

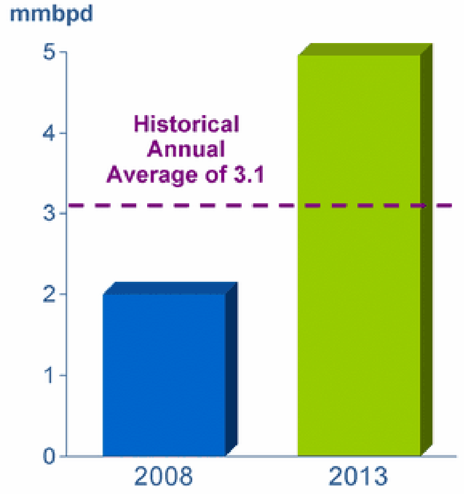
Williams. 100 Years of Ingenuity

Global Oil Supplies Are Expected to Expand by Over 8 mmbpd by 2013, Increasing World Spare Oil Capacity by 3 mmbpd

World Oil Supply and Demand Growth 2008–2013



Spare Capacity Estimates

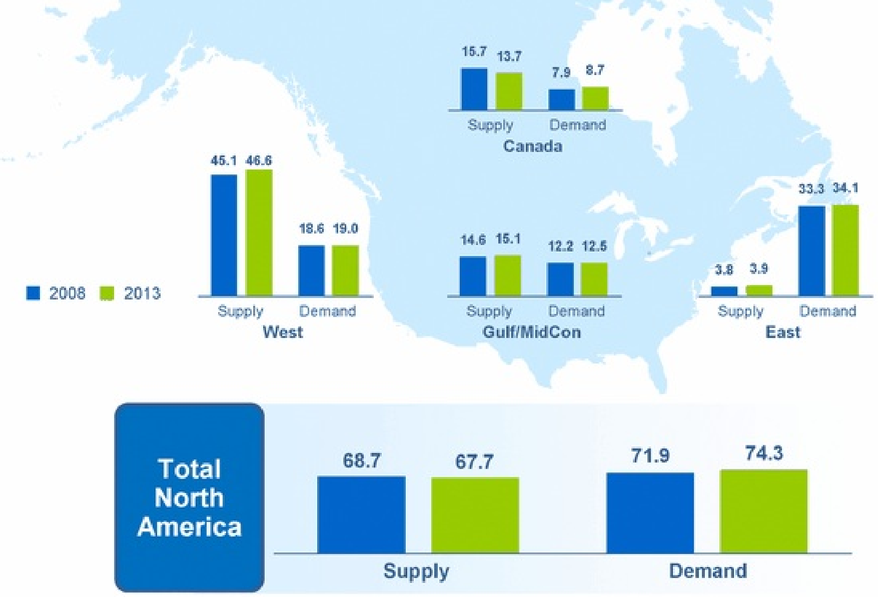


North America Natural Gas Supply / Demand Outlook

Williams. 100 Years of Ingenuity

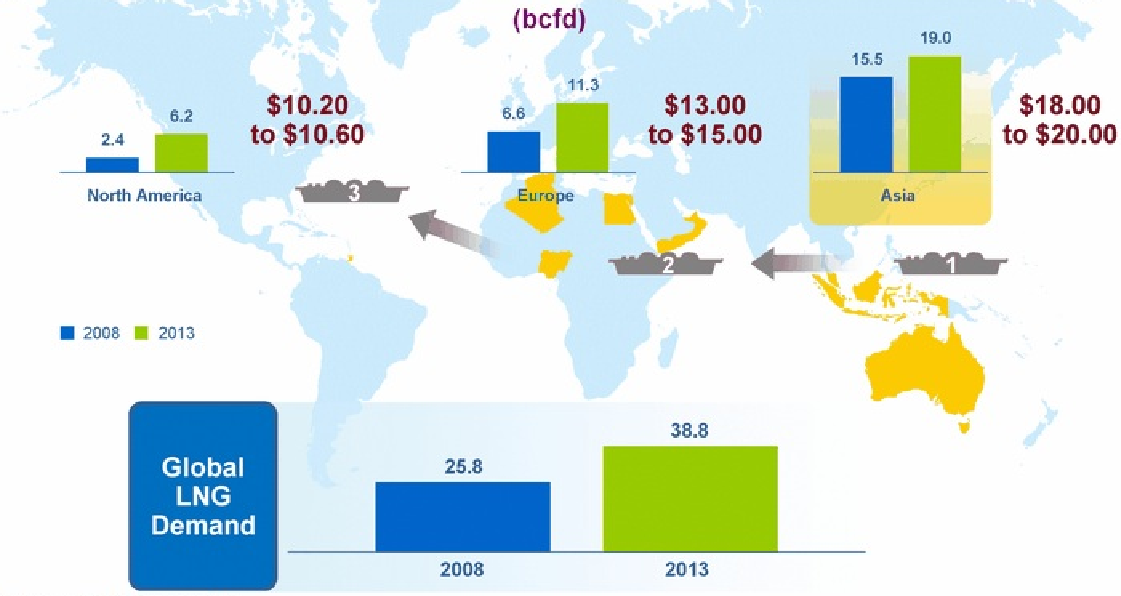
Despite the Recent Surge in US Domestic Natural Gas Supplies, North America Will Still Need Twice the Amount of LNG That it is Importing Today by 2013

US & Canada Supply vs. Demand Estimates (bcfd)



Global LNG Supply / Demand Outlook

Ample Storage Supplies and Growing US Natural Gas Production Should Allow North American Natural Gas Prices to Maintain a Discount to Oil Indexed Asian/European Cargoes

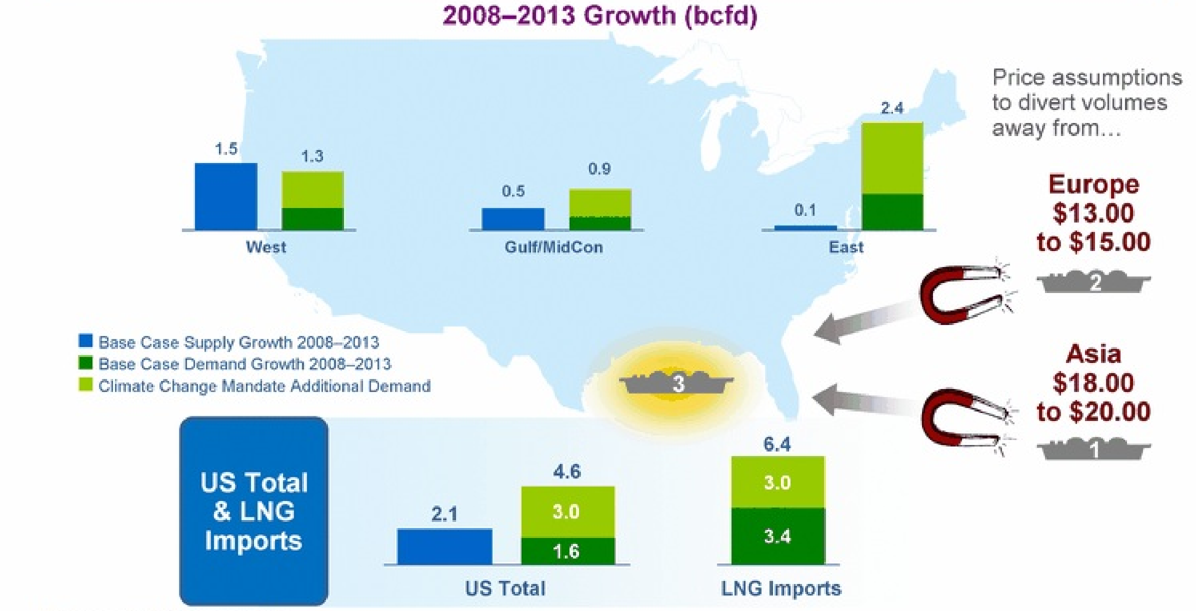


All prices nominal US$ per mmbtu

Climate Change Mandate Scenario vs. Base Case

Williams. 100 Years of Ingenuity

By 2013, a Climate Change Mandate Would Significantly Increase US Dependence on LNG and Hence Pull US Natural Gas Prices Up Closer to Oil Based Index Price Levels

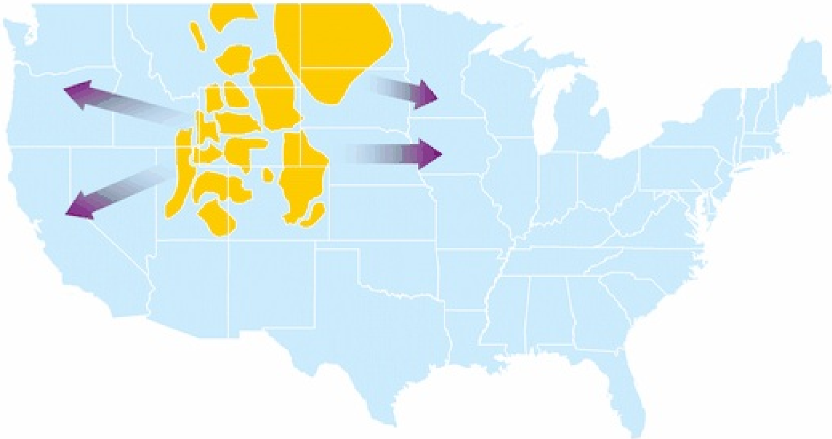


All prices nominal US$ per mmbtu

Rockies Basis Outlook

Williams. 100 Years of Ingenuity

Incremental Natural Gas Demand Caused by Modest Climate Change Mandate Pulls Rockies Production to Coal Intensive US Midwest, and Declining Western Canadian Imports to US West Coast Pulls Rockies Production Westward



Rockies Production Up 6% Annually

Fundamentals Support New Pipeline Projects to the West Coast and Upper Midwest

- 1.5 bcfd pipeline – Rockies to the West Coast by 2011
- REX Phase III – to come online in June 2009 and add 1.8 bcfd of capacity (to Covington, OH)
- 0.75 bcfd pipeline – Rockies to the upper Midwest by 2010
- Upside Rockies production should support increased REX pipeline capacity

Base Case Economic Assumptions

Economic Indicators

- US & Western Europe continue to depend on Asia and oil exporting countries for imports of goods, services and energy
- Global GDP remains strong @ 3.6% average growth through 2013
- US GDP moderate growth @ 2.7% average growth through 2013
- US Headline Inflation slightly above trend @ 2.4% average through 2013

Crude Oil

- Asia resolves temporary inflation
- Oil exporting countries increase oil productive capacity enough to discourage additional alternative fuels development
  - Global oil demand growth: 1.2%
  - Global oil supply growth: 1.1%
  - Global spare oil capacity: 3.8 MMbpd
  - Token climate change
  - Non-OPEC supplies grow, but struggle

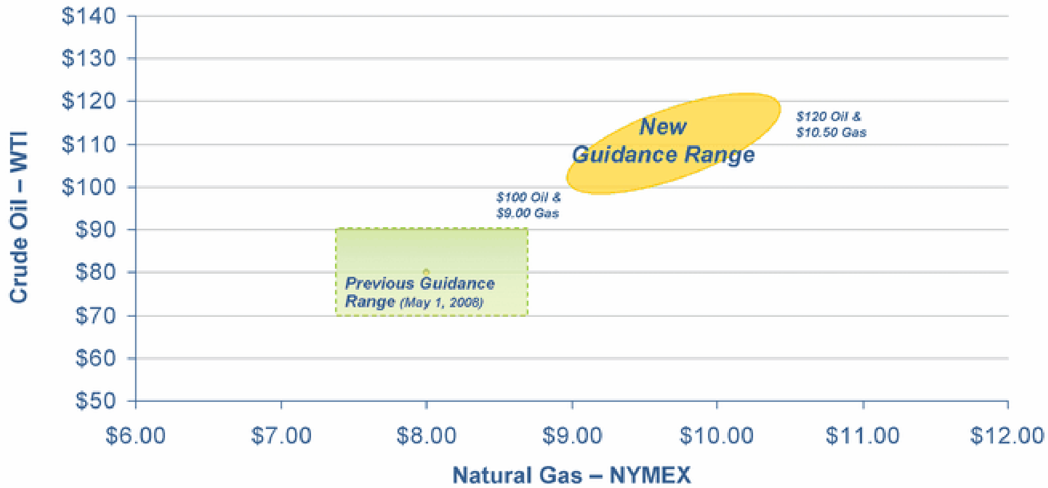
Natural Gas

- Modest climate change is implemented to protect US coal industry
- US demand growth is driven by the growing electric power demand:
  - Power generation, 18.5 - 21.2 bcfd: +3%
- US supply is being impacted by:
  - US production, 53 - 54 bcfd: +.47%
  - LNG Imports, 2.4 - 5.8 bcfd: +28.3%
  - Canadian Imports, 8.1 - 5.9 bcfd: (-5.4%)

Rockies

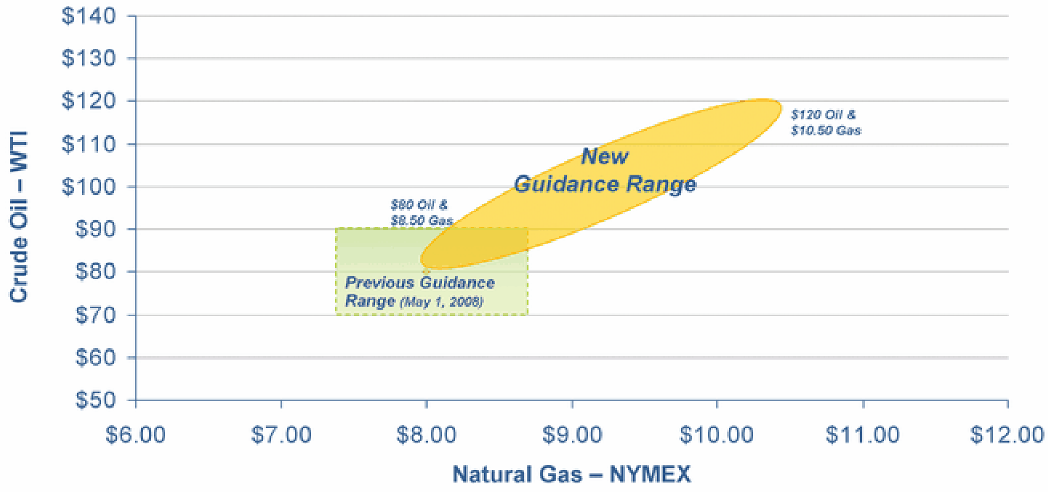
- Incremental natural gas demand caused by modest Climate Change Mandate pulls Rockies production to coal intensive Midwest
- Declining Western Canadian imports pulls Rockies production westward
- Fundamentals support new pipeline projects to the West Coast and Upper Midwest

Commodity Price Changes (2008)



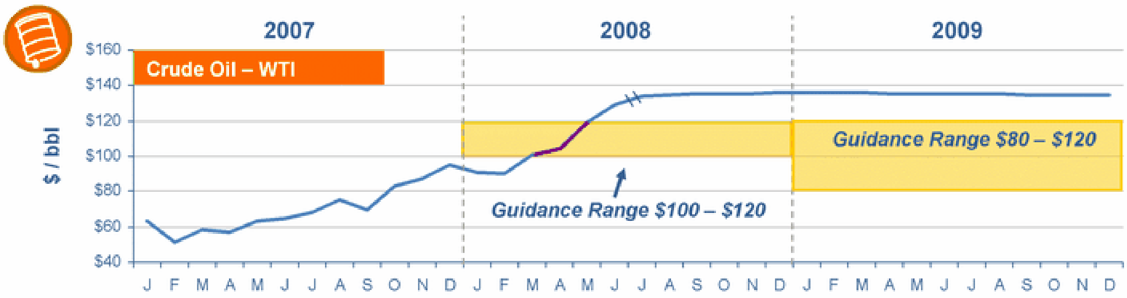
Un-hedged Commodity Price Assumptions	2008	
	Previous Range	New Range
Natural Gas – Henry Hub (NYMEX) (reference only)	$7.35 - $8.65	$9.00 - $10.50
Crude Oil – WTI (reference only)	$70 - $90	$100 - $120

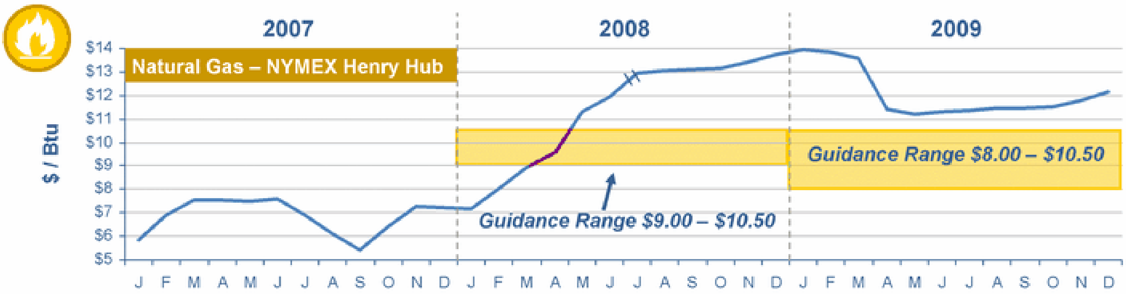
Commodity Price Changes (2009)



Un-hedged Commodity Price Assumptions	2009	
	Previous Range	New Range
Natural Gas – Henry Hub (NYMEX) (reference only)	$7.35 - $8.65	$8.00 - $10.50
Crude Oil – WTI (reference only)	$70 - $90	$80 - $120

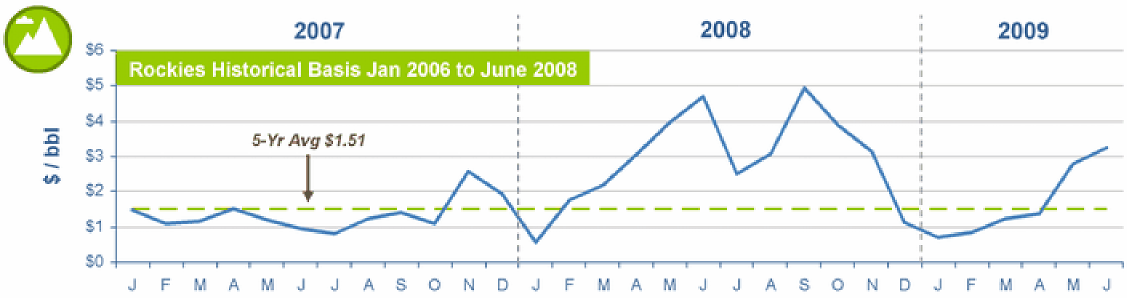
Oil & Gas History / NYMEX Forward Curve[1]

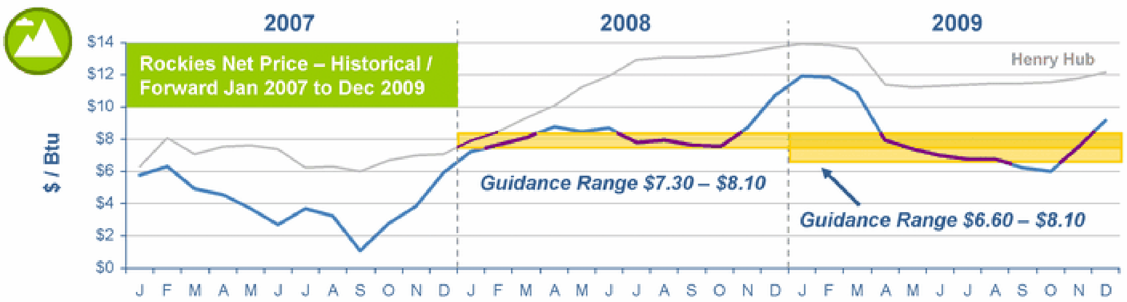




[1] Actuals through June 2008, NYMEX Forward Curve as of 6/17/08 for Jul 2008–Dec 2009

Rockies Basis Overview[1]





[1] Actuals through June 2008, NYMEX Forward Curve as of 6/17/08 for Jul 2008–Dec 2009

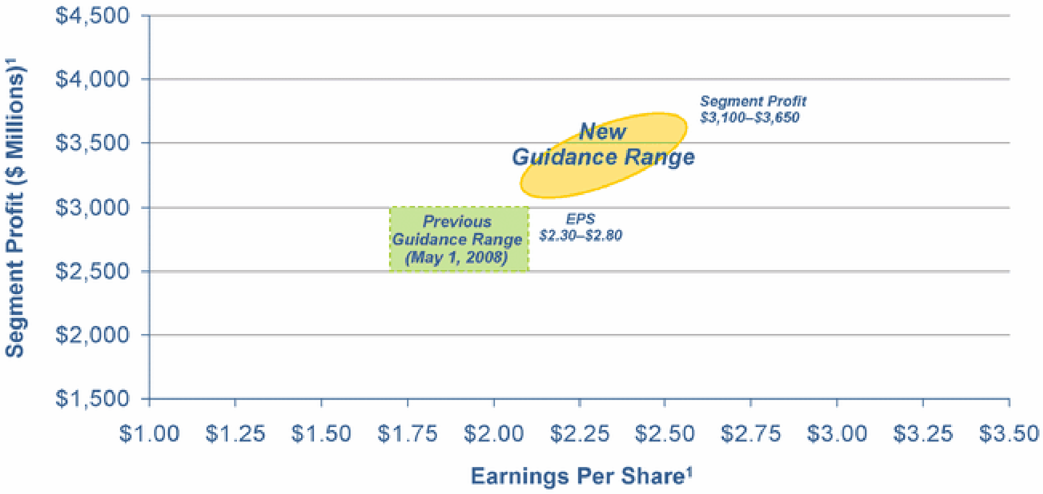
Commodity Price Summary (2008–09)

Williams. 100 Years of Ingenuity

Un-hedged Commodity Price Assumptions	New (2008)	New (2009)
Natural Gas:		
Basin Prices		
Average Rockies	\$7.30–\$8.10	\$6.60–\$8.10
Average San Juan/Mid-Continent	\$7.70–\$9.00	\$7.00–\$9.00
NYMEX – (Henry Hub) (reference only)	\$9.00–\$10.50	\$8.00–\$10.50
Crude Oil to Natural Gas Ratio [1]	11.1x–11.4x	10.0x–11.4x
Crude Oil: – (WTI) (reference only)	\$100–\$120	\$80–\$120

[1] Oil = WTI and Natural Gas = Henry Hub

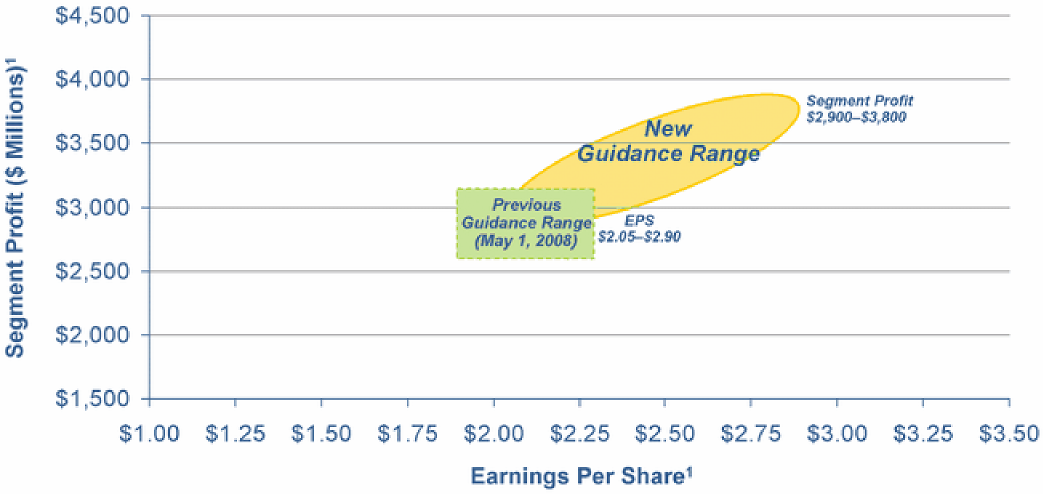
2008 Segment Profit / EPS Change



($ in Millions)	Previous (5/1/08)	New (6/25/08)
Segment Profit[1]	2,500–3,000	3,100–3,650
EPS[1]	$1.70–$2.10	$2.30–$2.80

[1] Recurring and After MTM Adjustment

2009 Segment Profit / EPS Change



($ in Millions)	Previous (5/1/08)	New (6/25/08)
Segment Profit[1]	2,600–3,200	2,900–3,800
EPS[1]	$1.80–$2.30	$2.05–$2.90

[1] Recurring and After MTM Adjustment

Commodity Price/Segment Profit Sensitivity

Williams. 100 Years of Ingenuity

Dollars in Millions

	Change in Segment Profit	
	Six Month Impact 2008	Full Year Impact 2009
$1.00 Increase in Natural Gas Prices:		
E&P	+150	+320
Midstream	-50	-100
Total Williams	**+100**	**+220**
$1.00 Increase in Crude (WTI) Oil Price	+5	+11

Q&A

Exploration & Production

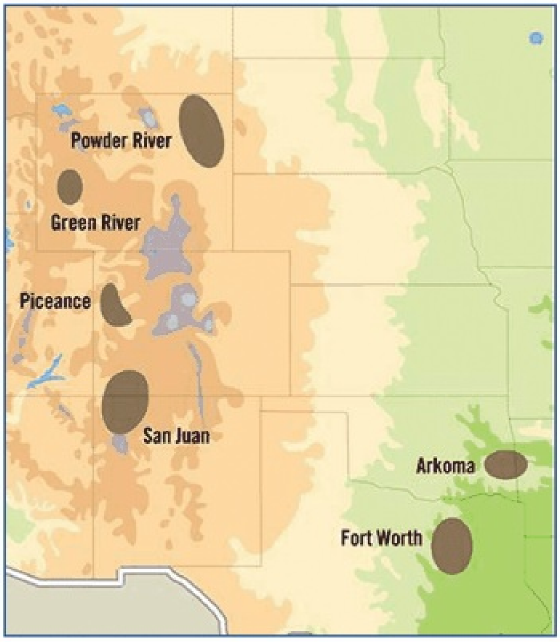
Ralph Hill
President

Agenda

- Review E&P's Strategy and Outlook — Ralph Hill
- Powder River Basin — Jerry Barnes
- Piceance Basin — Alan Harrison
- Conclusion and Q&A — Ralph Hill

Unique Drilling Portfolio

- Strategy is to rapidly develop our significant drilling inventory while adding new resource potential opportunities
- Focused North American unconventional natural gas portfolio of large well-defined resources
- Long-term, low-risk, high-return drilling portfolio
- Strong organic production growth
- R/P ratio of 12.4 years
- Drilled 1,590 wells in 2007, 99% success rate



Leader in US Gas Production Growth

Williams. 100 Years of Ingenuity

Quarterly U.S. Daily Natural Gas Production

Top 20 U.S. Gas Producers (sorted by 2008 MMcfd)

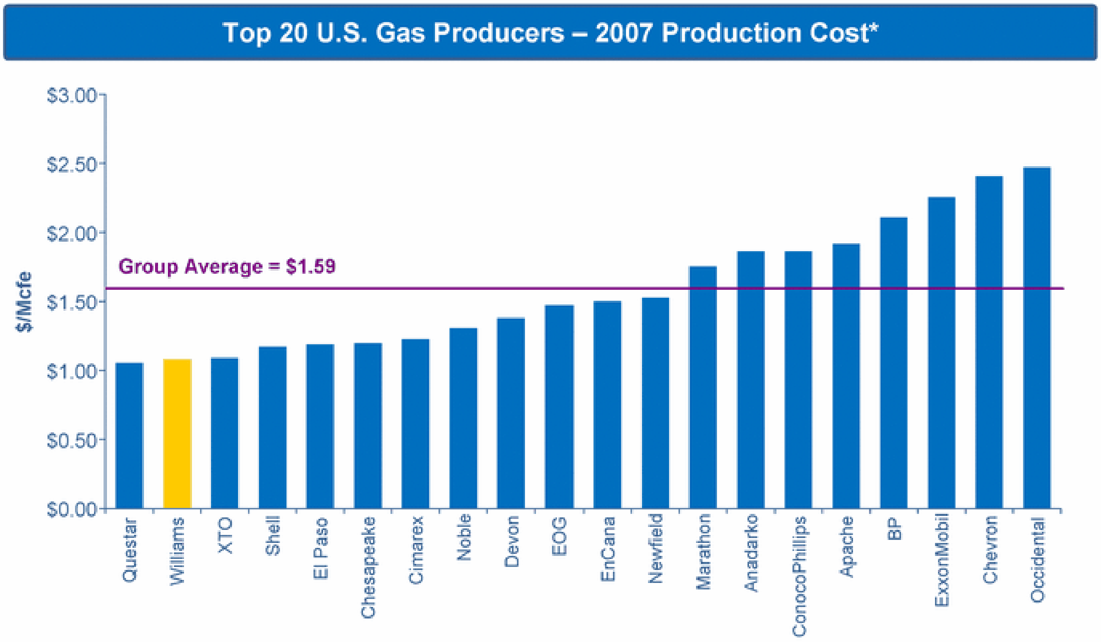
	Company	MMcfd Q1 2008	MMcfd Q1 2007	Percent Change
1	BP	2,149	2,163	-0.6%
2	Anadarko	2,137	2,204	-3.0%
3	Chesapeake	2,064	1,564	32.0%
4	ConocoPhillips	2,063	2,312	-10.8%
5	Devon	1,878	1,625	15.6%
6	XTO	1,708	1,264	35.1%
7	Chevron	1,666	1,723	-3.3%
8	EnCana	1,552	1,222	27.0%
9	ExxonMobil	1,305	1,529	-14.7%
10	Shell	1,105	1,162	-4.9%
11	EOG	1,085	915	18.6%
12	Williams	1,013	845	19.9%
13	Apache	744	740	0.6%
14	El Paso	670	617	8.6%
15	Occidental	580	585	-0.9%
16	Marathon	482	512	-5.9%
17	Newfield	444	576	-22.9%
18	Southwestern	425	243	74.6%
19	Noble	393	408	-3.7%
20	Questar	382	343	11.4%
	Total	23,844	22,552	5.7%

Top 20 U.S. Gas Producers (sorted by Growth %)

	Company	MMcfd Q1 2008	MMcfd Q1 2007	Percent Change
1	Southwestern	425	243	74.6%
2	XTO	1,708	1,264	35.1%
3	Chesapeake	2,064	1,564	32.0%
4	EnCana	1,552	1,222	27.0%
5	Williams	1,013	845	19.9%
6	EOG	1,085	915	18.6%
7	Devon	1,878	1,625	15.6%
8	Questar	382	343	11.4%
9	El Paso	670	617	8.6%
10	Apache	744	740	0.6%
11	BP	2,149	2,163	-0.6%
12	Occidental	580	585	-0.9%
13	Anadarko	2,137	2,204	-3.0%
14	Chevron	1,666	1,723	-3.3%
15	Noble	393	408	-3.7%
16	Shell	1,105	1,162	-4.9%
17	Marathon	482	512	-5.9%
18	ConocoPhillips	2,063	2,312	-10.8%
19	ExxonMobil	1,305	1,529	-14.7%
20	Newfield	444	576	-22.9%
	Total	23,844	22,552	5.7%

Source: Publicly reported data from EvaluateEnergy.com

Leader in Operating Costs

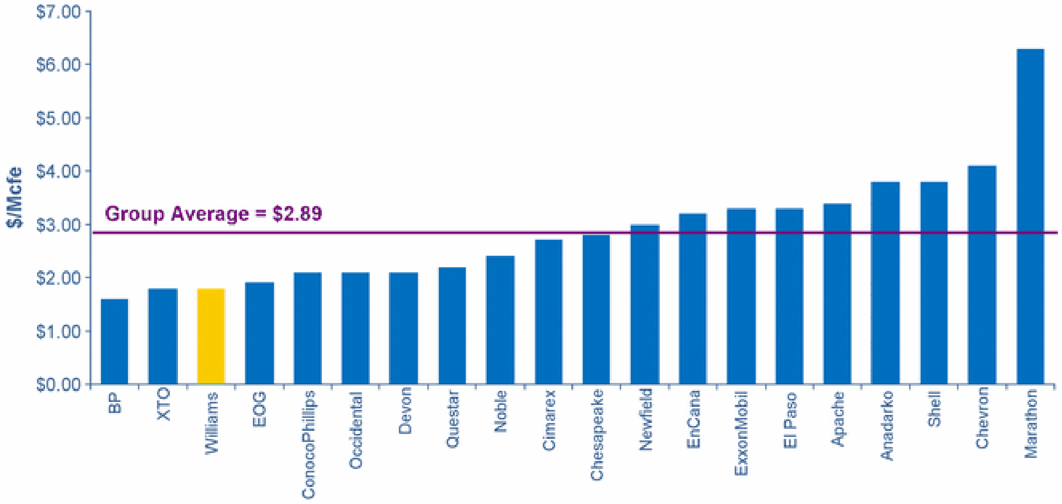


* Production Cost defined as costs incurred to operate and maintain wells and related equipment and facilities, including property taxes applicable to proved properties, and severance taxes

Source: Publicly reported data from EvaluateEnergy.com

Leader in F&D Costs

Top 20 U.S. Gas Producers – 3 Year Average Finding and Developing Costs (Fully Loaded)



Williams Consistently Remains in Top Quartile for F&D Costs

Source: Publicly reported data from EvaluateEnergy.com

Leader in Growing Reserves

Williams. 100 Years of Ingenuity

Top 20 U.S. Gas Producers – 2007 Reserves Replacement %
(Sorted by Reserves Replacement)

		2006 YE	Net Additions	Production	2007 YE	Reserves Replacement*	2007 Acquisitions	Acq. % of Net Additions
1	XTO	6,944	3,029	(532)	9,441	569%	1,279	42%
2	Chesapeake	8,319	2,473	(655)	10,137	378%	329	13%
3	EOG	3,471	1,110	(361)	4,220	308%	1	0%
4	ExxonMobil	12,049	1,764	(641)	13,172	275%	9	1%
5	Questar	1,461	329	(122)	1,669	270%	16	5%
6	El Paso	1,864	622	(238)	2,248	261%	339	55%
7	Newfield	1,535	460	(185)	1,810	248%	163	35%
8	Williams	3,701	776	(334)	4,143	232%	19	2%
9	EnCana	5,390	1,109	(491)	6,008	226%	211	19%
10	Devon	6,355	1,423	(635)	7,143	224%	10	1%
11	Occidental	2,424	464	(216)	2,672	215%	18	4%
12	Noble	1,739	252	(150)	1,840	167%	3	1%
13	BP	15,098	1,156	(879)	15,375	132%	23	2%
14	Cimarex	1,090	152	(120)	1,123	127%	11	7%
15	ConocoPhillips	12,441	1,141	(948)	12,634	120%	30	3%
16	Apache	2,695	285	(281)	2,699	101%	80	28%
17	Marathon	1,069	112	(174)	1,007	64%	1	1%
18	Shell	2,629	250	(411)	2,468	61%	0	0%
19	Chevron	4,028	269	(620)	3,677	43%	50	19%
20	Anadarko	10,486	(1,284)	(698)	8,504	-184%	4	0%
	Total	104,790	15,892	(8,691)	111,990	183%	2,595	16%

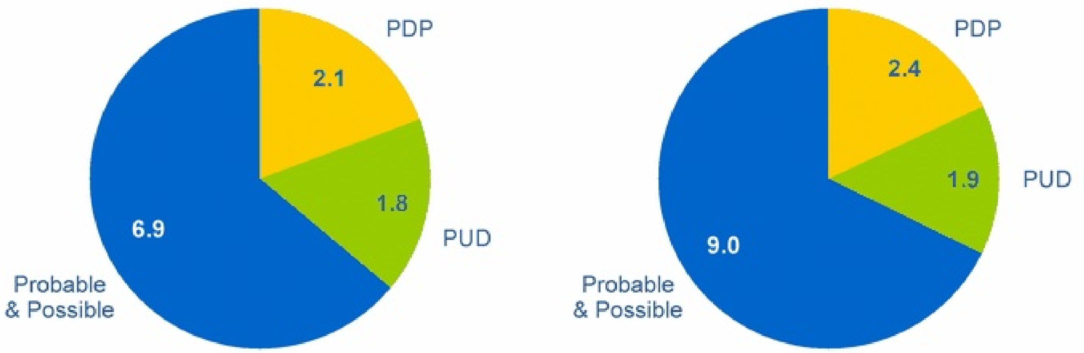
* Reserves Replacement % calculated as follows: (Revisions + Additions + Acquisitions + Divestitures)/Production

Source: Publicly reported data from EvaluateEnergy.com, press releases, and company websites

3P Reserves and Resource Potential Update

2006 3P Reserves
10.8 Tcfe

2007 3P Reserves
13.3 Tcfe



- Moved 1.9 Tcfe over last three years from probable to proved
- Proved reserves are up 11% over one year ago
- Proved, probable and possible of 13.3 Tcfe which includes the recent SandRidge acquisition
- Resource potential of up to 22 Tcfe

"Resource potential" is defined as proved, probable and possible reserves plus unrisked theoretical resource estimates that might never be recoverable and are contingent on exploration success, technical improvements in drilling access, commerciality, and other factors. Unlike probable and possible reserves, unrisked theoretical resource estimates do not take into account the uncertainty of resource recovery and therefore are not indicative of the expected future recovery and should not be relied upon.

2007 3P Reserves Update

Powder River

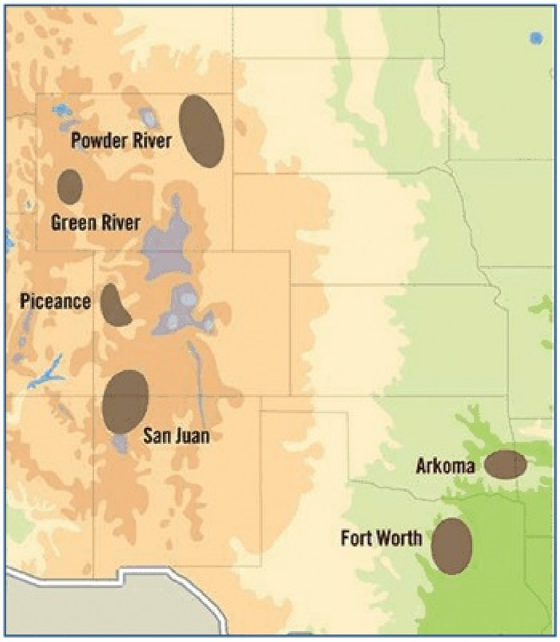
0.4 Tcfe Proved
1.3 Tcfe Prob/Poss
209 MMcfe/d*

Piceance

2.8 Tcfe Proved
6.4 Tcfe Prob/Poss
607 MMcfe/d*

San Juan

0.6 Tcfe Proved
0.4 Tcfe Prob/Poss
134 MMcfe/d*



Green River/Int'l

0.3 Tcfe Proved
0.7 Tcfe Prob/Poss
61 MMcfe/d*

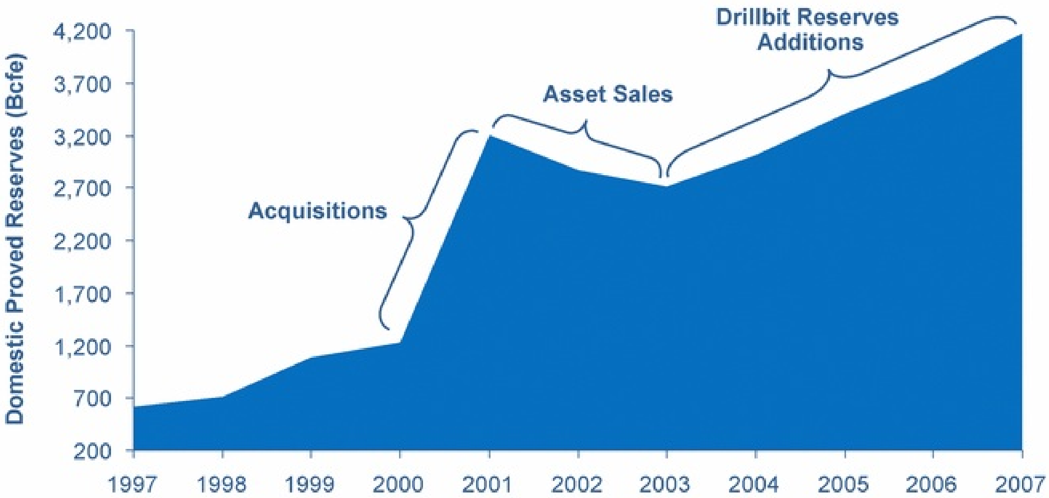
Mid-Continent

0.2 Tcfe Proved
0.2 Tcfe Prob/Poss
51 MMcfe/d*

* Production for 1Q '08

Evolution of Williams E&P – Historical Reserves Growth

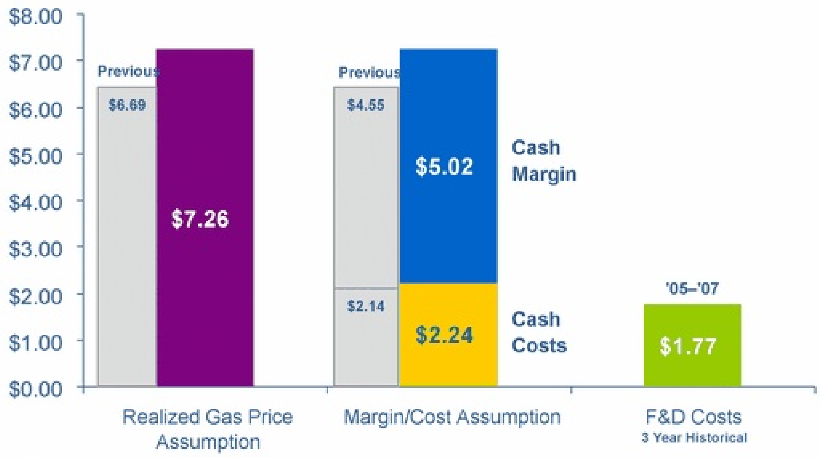
Williams. 100 Years of Ingenuity



Cash Margin Analysis

Williams. 100 Years of Ingenuity

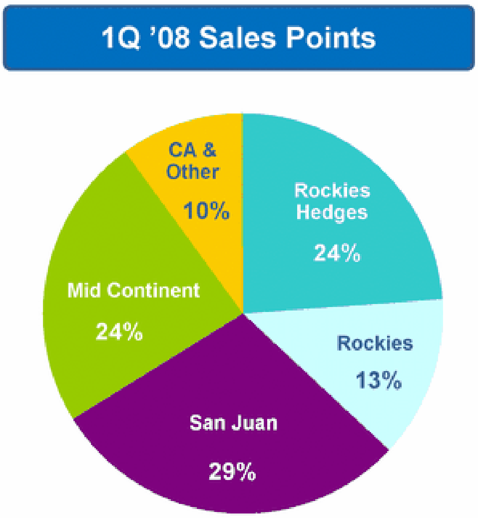
2 Year Average (2008–2009)



Reflective of Core Basins

- $7.26 is after hedging and includes average basin market price of $7.53 before hedging
- Cash costs include LOE, G&A, taxes and gathering
- F&D costs include capital and exploration costs/proved reserves ('05–'07 average)

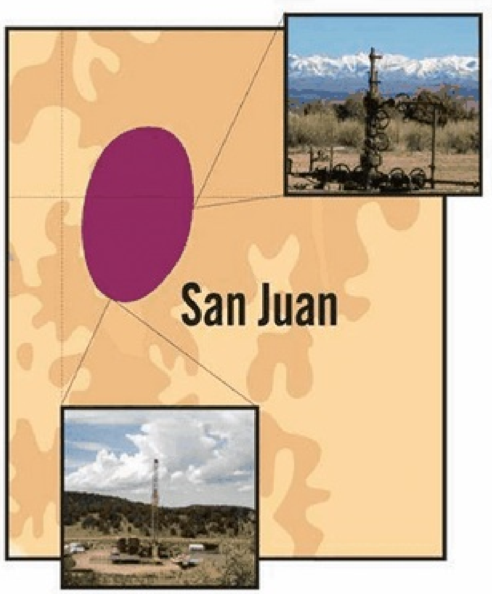
87% Domestic Production Not At Rockies Prices



- Total Domestic 1Q Production of 1,013 MMcfed
  - 37% (370 MMcfed) at Rockies prices before hedging
  - 63% (643 MMcfed) produced or transported to other price points
  - Rockies hedges of ~240 MMcfed
- 370 MMcfed total less 240 MMcfed hedged = 130 MMcfed or 13% **priced in Rockies**

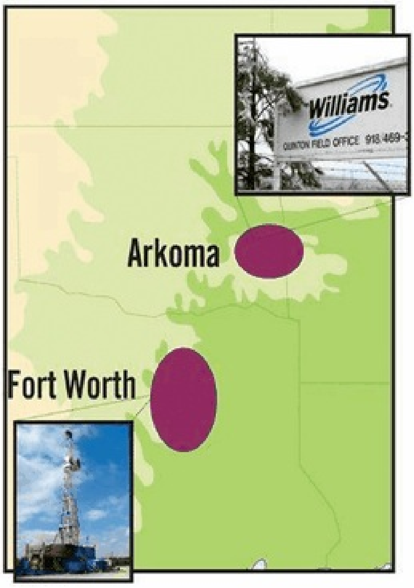
Exploration & Production

San Juan Basin – Solid Performer



- Conventional and coalbed methane production
- Long life / slow decline wells
- 2007 Proved reserves of 576 Bcfe
- 1Q ’08 net production 134 MMcfe/d
- Approx. 120,000 net acres
- Low risk in-fill drilling
- 40–60 operated wells drilled per year
- 200–250 undeveloped locations with additional upside potential
- Attractive returns with near 100% success rates
- ~820 operated and ~2,200 joint interest wells
- Good pipeline infrastructure/market access

Mid-Continent Region



Arkoma Basin – Horizontal Expertise

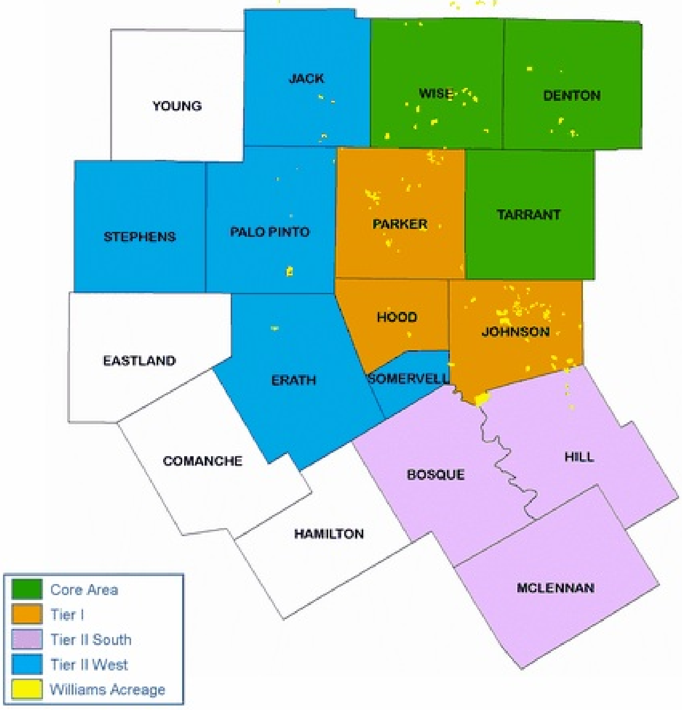
- Approx. 90,000 net acres
- 1Q ’08 net production 13 MMcfe/d
- Caney and Woodford Shale offer additional upside opportunities

Ft. Worth – Barnett Shale

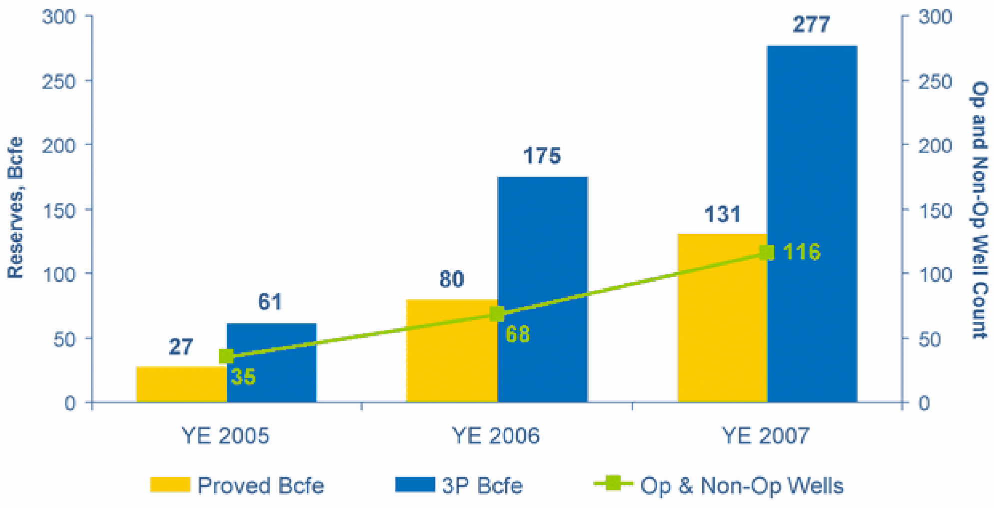
- 4 rigs active in the play
- 32,000+ net acres, 90% of investment in core and tier 1 areas
- 1Q ’08 net production 38 MMcfe/d
- Approximately 90 drilling locations
- Gaining efficiencies through size and scale

Exploration & Production

Barnett Shale Acreage Position



Barnett Shale Reserves Summary



- F&D Cost: ~$1.30/Mcf (based on YE2007 3P reserves)
- 2007 Proved Reserves Replacement: 380+%

International E&P

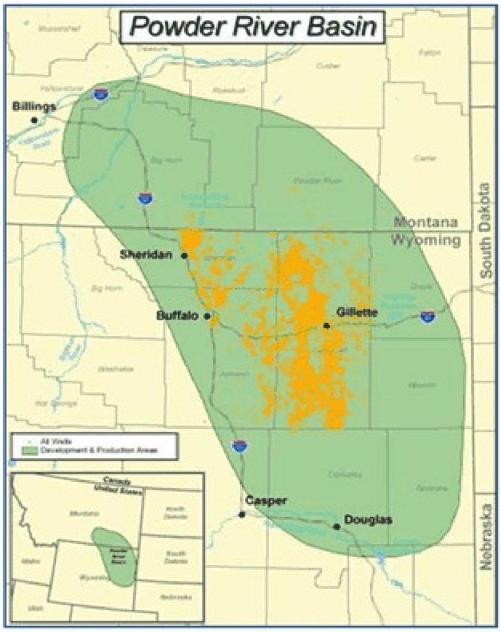
- YE07 Proved reserves total 26 MMboe (154 Bcfe)
- 8.2 Mboe/d net oil and liquids production
- 69% ownership in Apco Argentina
- 70% of production from Entre Lomas in Neuquen basin
- Bajada del Palo and Agua Amargo acquisitions add Neuquen basin scale
- In-fill, field extension drilling
- 283,000 net acres owned/controlled
- Exploration upside
- Complements domestic long life reserves strategy

Powder River Basin

Jerry Barnes
Vice President

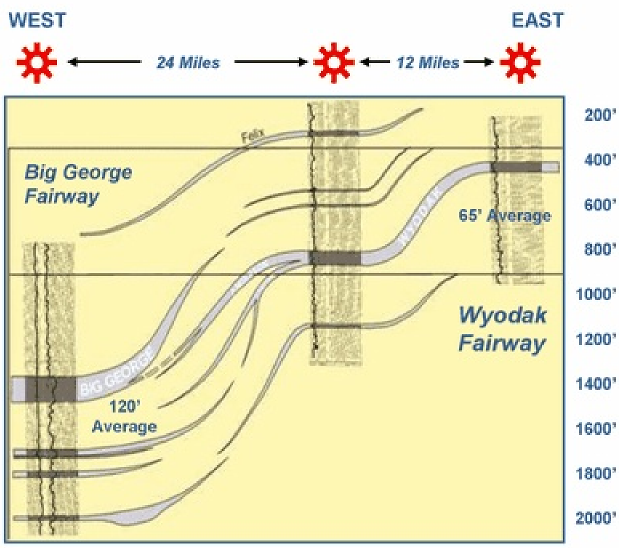
Powder River Basin CBM Production

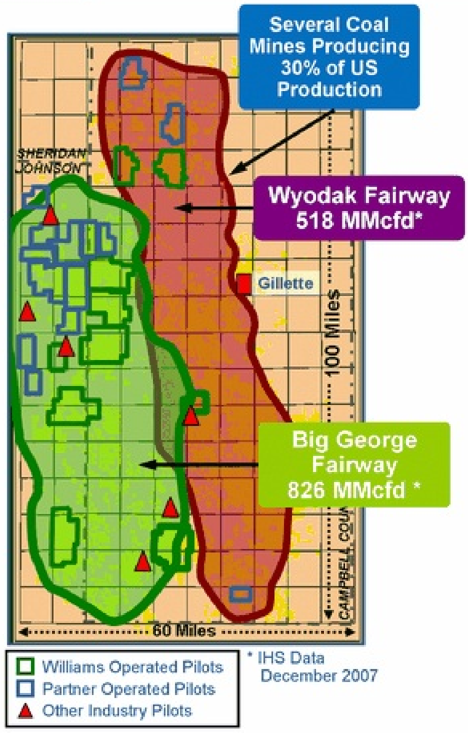
- Current production 1.38 Bcf/d[1]
  - ~23% of Wyoming Gas Production
  - Production is from Wyodak, Anderson, Wall, Canyon, and Big George coals
  - ~60% is from the Big George Coals
- 39 Tcf Gas-In-Place[2]
- 25,687 wells drilled to date
- 25,313 additional potential locations in WY
- 15,000 potential locations in MT
- Big George reserves average ~0.5 BCF/well, average depth 1500ft, and average well cost ~$280M/well
- Cumulative production 2.76 TCF[1]



[1] WOGCC Data Feb. 2008
[2] USGS Estimate 2002

Powder River Basin Cross-Section





Exploration & Production

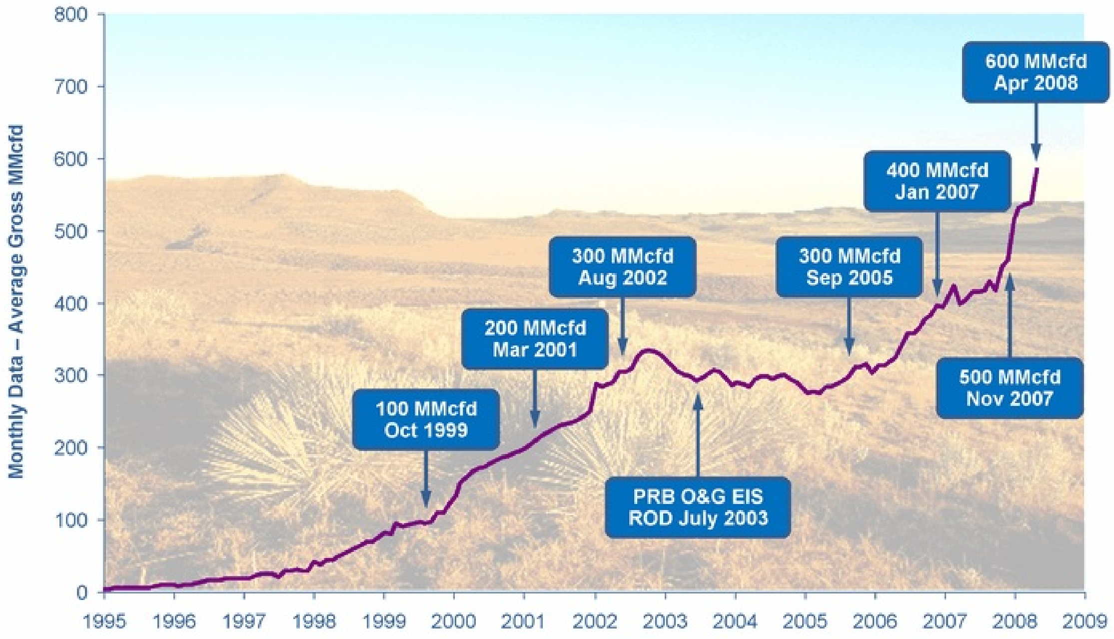
Powder River Current Development Status

Williams. 100 Years of Ingenuity

- High potential, low-risk development play, low cost wells
- YTD Big George production has increased over 30%
- Williams' proved reserves total 413 Bcfe (YE 2007), plus 1.3 Tcf Prob/Pos for a total of 1.7 Tcf reserves
- Leasehold 939,000 gross/427,000 net acres
- Williams operates 26% of the Powder River basin and is the largest operator *
- ~7,400 total JV wells, 55% operated
- ~700 additional third-party wells
- 2007 drilling success rate of 99%
- 1Q'08 net production 209 MMcfe/d
- ~5,000 drilling locations; 40% operated
- Ramping up to 20+ Drilling Rigs
- 135 JV Spuds YTD
- 1,858 days since last LTA as of 6/15/2008 (5.1 Years)

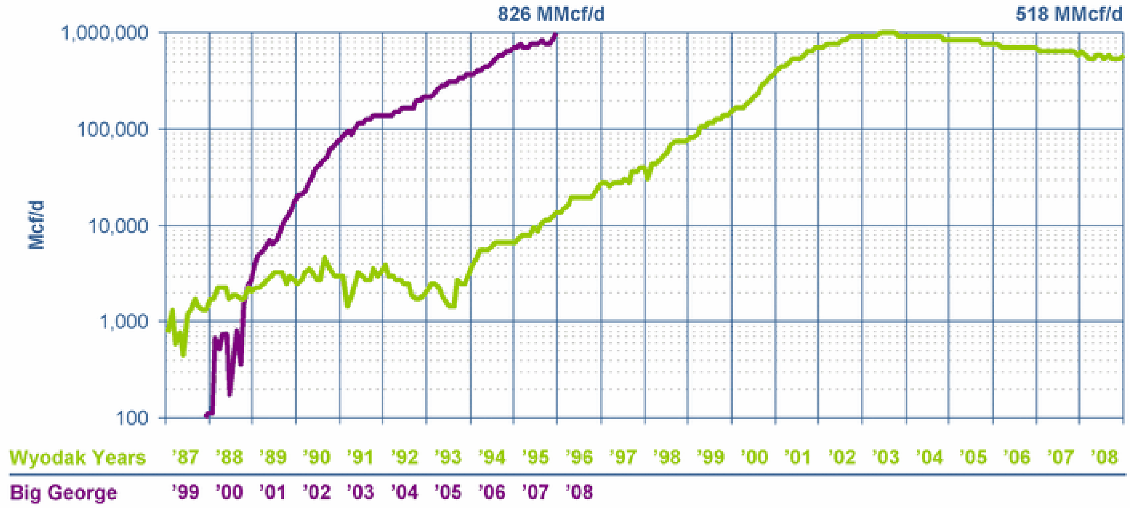
* WOGCC Data Feb. 2008

Powder River Achieving Impressive Growth



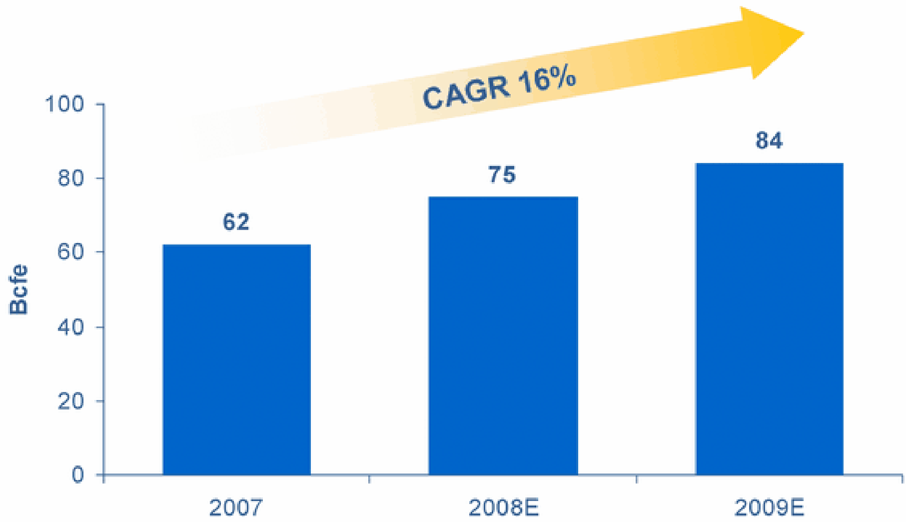
Powder River Wyodak / Big George Production Histories

Williams. 100 Years of Ingenuity



Source: IHS December 2007 Data

Powder River Net Production Forecast



	2007	2008E	2009E
Wells Spud	637	997	960
MMcfe/d	170	205	230

Powder River Basin Plan of Development Process

Williams. 100 Years of Ingenuity

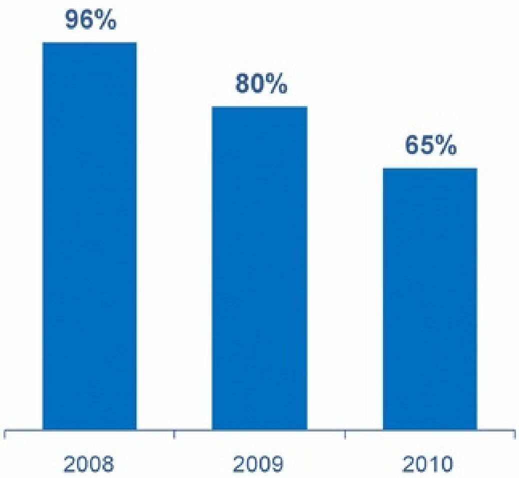
Submitted Plans of Development	Well Permits	Date Submitted to BLM
SRU 4	31	9/29/06
S Prong 1 and 2	176	8/17/07
E Bullwhacker POD Add 1	2	8/31/07
Wormwood 3	14	9/14/07
Tex Draw	63	9/17/07
Kingsbury 5	47	12/28/07
Laskie Draw	12	1/14/08
Carr V Add II	14	3/13/08
North Butte	2	3/27/08
Ridgeline	16	4/11/08
W Kingsbury 1	48	4/17/08
CCU 1	97	4/30/08
Playa	6	5/21/08
Kingwood 3	37	5/30/08
Carr Draw 3 W	109	5/30/08
15 PODs Pending	**674**	

Exploration & Production

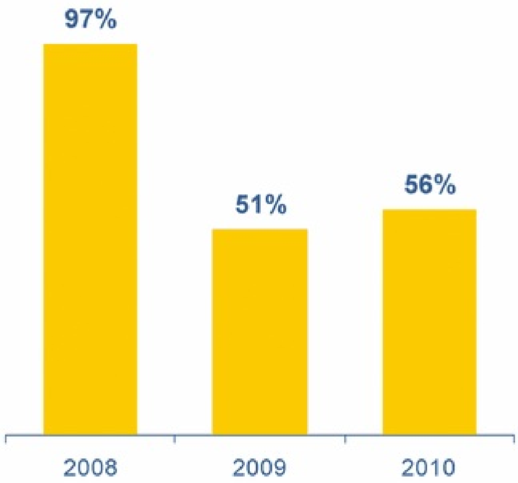
Powder River Water and Surface Use Permits

Williams. 100 Years of Ingenuity

Water Permits Approved by Plan Year



Surface Use Agreements in Place by Plan Year



Powder River Typical Seasonal Restrictions on Drilling

Williams. 100 Years of Ingenuity

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Wildlife Restrictions												
Elk Crucial Winter Range												
Elk Calving Areas												
Sage Grouse (Lek and Nesting)												
Bald Eagle Nesting												
Bald Eagle Winter Roosting												
Mountain Plover Breeding & Nesting												
Raptor Nesting												
Prairie Dog Avoidance (Not in PRB currently)												
Sharp Tailed Grouse (Treated the same in PRB as Sage Grouse)												
Other Restrictions												
Weather - Archeological & Paleontological (USFS) Studies												
Lambing & Calving Operations												
Big Game Hunting Season												
Williams Operated Wells drilled in 2007 (457 Total)	36	26	17	19	19	22	38	56	73	73	52	26

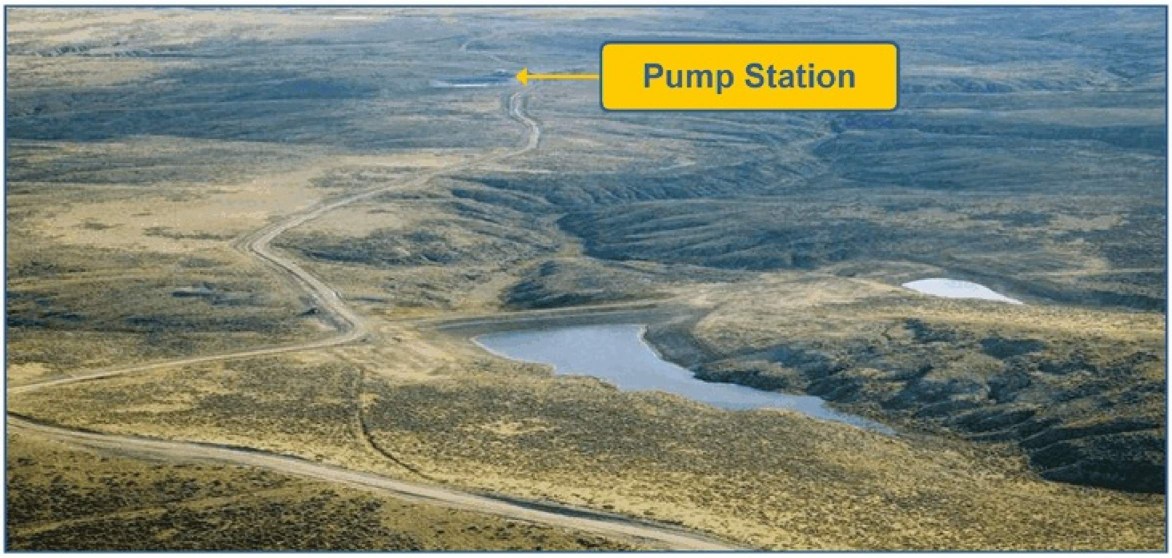
Powder River Produced Water Options

- Surface Discharge
- Impoundments
- Irrigation
- Sub-irrigation
- Treatment
- Storage and Retrieval
- Re-injection

Powder River Produced Water Irrigation

In conjunction with private surface landowners, hundreds of acres are being irrigated with produced CBNG water. Operators apply soil mitigation as soils analyses dictate resulting in the production of over 1 Ton per acre of greater than 10% protein content native hay

Powder River Basin Produced Water Management – Reservoirs



Water Management Plan: WDEQ Permitted Storage and Release with Capability to Pump Water to Various Reservoir

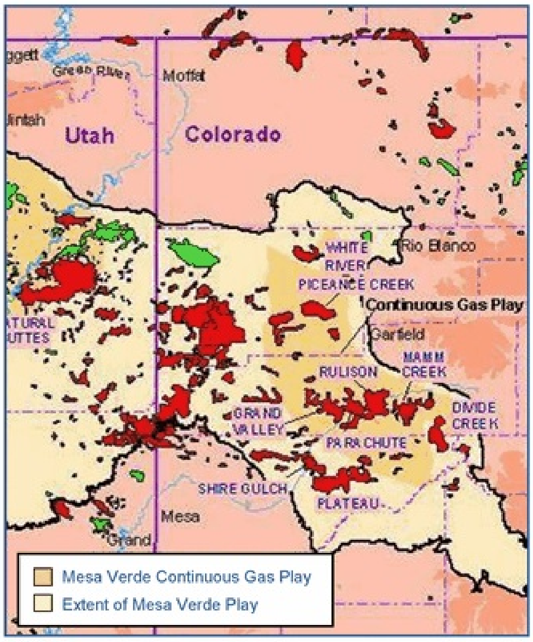
Powder River Key Points

- Production rapidly growing
- 2008 seasonal bird stipulations behind us
- Rigs contracted and ramping up to run 20+ rigs
- Sage Grouse Interim Management Area (IMA) appears acceptable
- Water issues are manageable
- Take away capacity is available

Piceance Basin

Alan Harrison
Vice President

Piceance Basin Overview



- Basin centered gas system – Mesa Verde continuous gas play
- 200–300 Tcfe Piceance basin potential
- Current Production of ~1.8 Bcfe/d
- Over 15,000 wells in the basin
- One of the largest gas basins in the nation

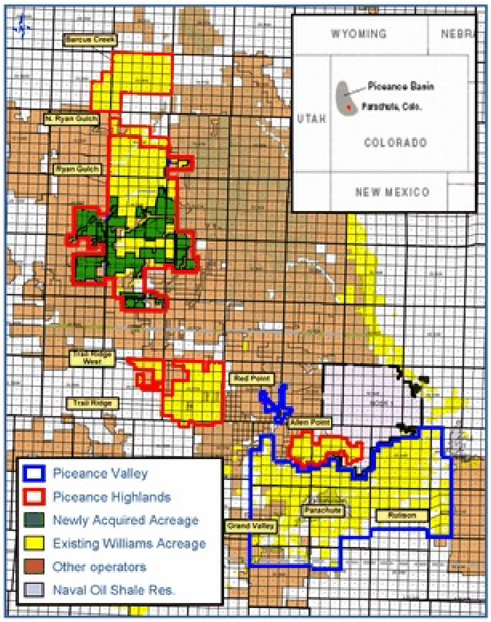
Wood MacKenzie North American Gas Service

Piceance Valley and Highlands – World Class Assets

Williams. 100 Years of Ingenuity

Piceance Valley

- Williams is the largest gas producer in the Basin
- 2007 Proved reserves total 2.2 Tcfe
- Approx. 115,000 net acres
- Operate ~2,300 wells, 98% WI
- 1Q'08 net Valley production 565 MMcfe/d
- 22 rigs operating
- ~3,700 drilling locations
- Operate 250+ miles of gathering and 4 gas plants
- Access to 5 major pipelines



Piceance Highlands

- Currently 69,000 net acres
- 2007 Proved reserves total 607 Bcfe
- 5,000+ potential drilling locations
- 1Q'08 net production 43 MMcfe/d
- 4 rigs operating
- Seasonal drilling ramps up to 7 rigs
- Operate 153 wells (up from 134 one year ago); 81% avg. W.I.
- Key infrastructure projects nearing completion

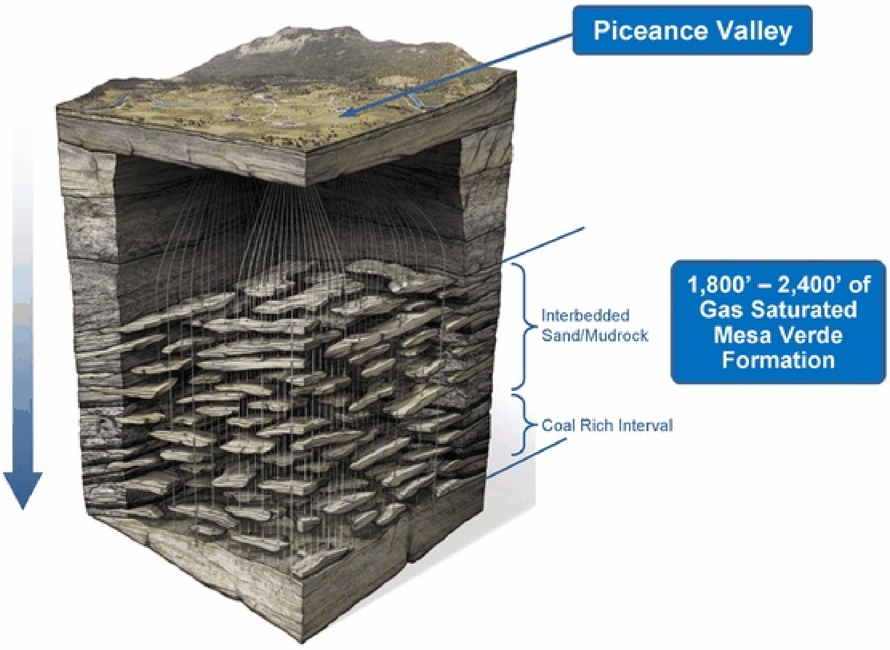
Piceance Sub-surface View

Drilling Depths

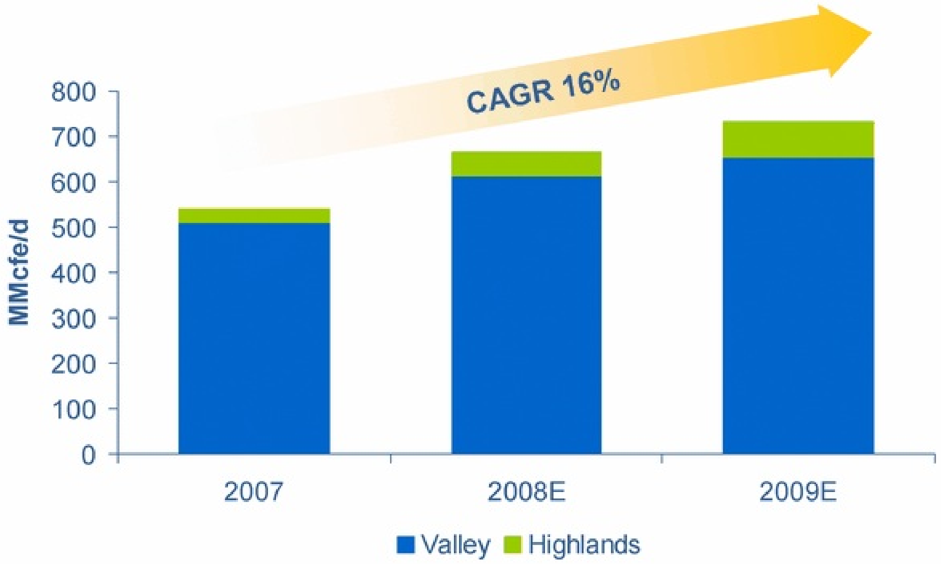
Piceance Valley:
6,000' – 9,000'

Piceance Highlands:
9,000' – 12,000'

Horizontal reach
up to 3,000'

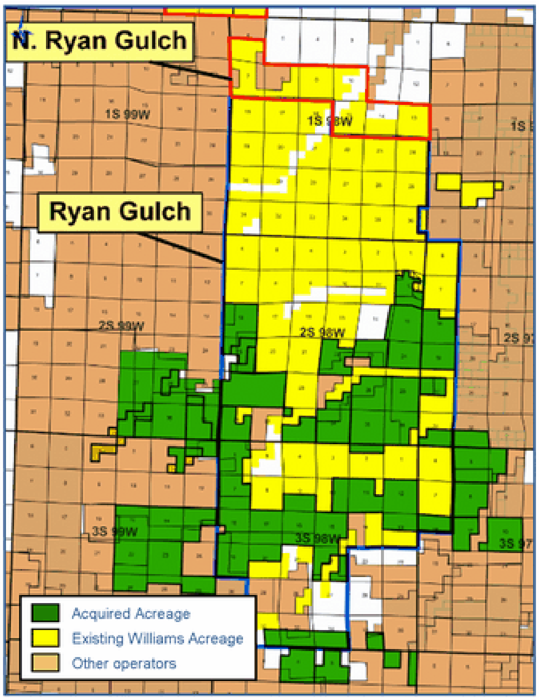


Piceance Basin Production



Ryan Gulch SandRidge Acquisition

- Bolt-on acquisition in Ryan Gulch area of Piceance Highlands
- 32,500 gross / 24,000 net acres with 75% working interest
- $285 million acquisition price
  - $250 million for wells and acreage
  - $35 million for plant and facilities
- 1.9 Tcfe net 3P reserves on 10-acre spacing
- Williams has drilled 48 wells in Ryan Gulch and proven the value of the property



Ryan Gulch Acquisition – Strategic Importance

- Consistent with Williams' strategy of growing in the Piceance Basin
- Williams is the operator of high working interest properties
- Low-risk bolt-on acquisition doubling Williams' existing acreage position in the Ryan Gulch area
- Multi-year drilling inventory of long-lived reserves
- Combined infrastructure provides cost savings and synergies in development of this asset with the existing Ryan Gulch asset
- Williams integrated synergies
  - Gas will be delivered to Williams' Midstream Willow Creek processing plant
  - Important supply basin for Northwest Pipeline

Leader in Innovation

Williams. 100 Years of Ingenuity

High Efficiency/ Fit for Purpose Drilling Rigs

- 10 H&P Flex Rigs
- 4 Nabors Super Sundowner

Safer

- Safer operations through more automation
- Fewer rig moves
- More Compact Operations – rig layout
- Iron roughneck

Faster

- Top drive and pumps for greater reach (3,000')
- Up to 22 wells drilled from one pad
- Simultaneous operations
- 20% to 30% greater efficiency in spud-to-spud
- **IN** and **OUT** quicker

Cleaner

- 75% less surface disturbance
- Consolidation, reduced traffic
- Quieter engines, less emissions
- Faster reclamation

Williams Pioneers Advancements in Piceance

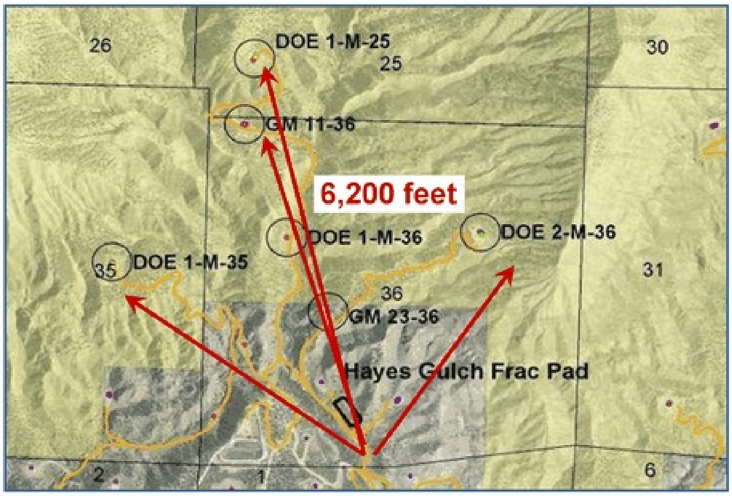
- First to reduce natural gas flaring by 90%, Green Flow Back Completions
- First to recycle and handle produced water in more environmentally friendly way
- First to implement wellhead automation
- First to design and implement offshore rig design for pad drilling; Up to 75% less surface usage
- First to be granted year-round drilling by the BLM with area development plans
- Recognized with 4 COGCC and 1 national BLM awards in the last 2 years for technology and innovation
- First to work with the community to monitor air quality

Best Practice: Simultaneous Operations (SIMOPS)

- These rigs allow for drilling, completing, producing and selling gas at the same time from the same pad
- Williams green completion process eliminates flaring of produced gas during completions
- Simultaneous Operations (SIMOPS) means wells can be put on line faster
- SIMOPS reduces the total time of operations on a pad

CPODS: Clustered Plan of Development

Williams. 100 Years of Ingenuity

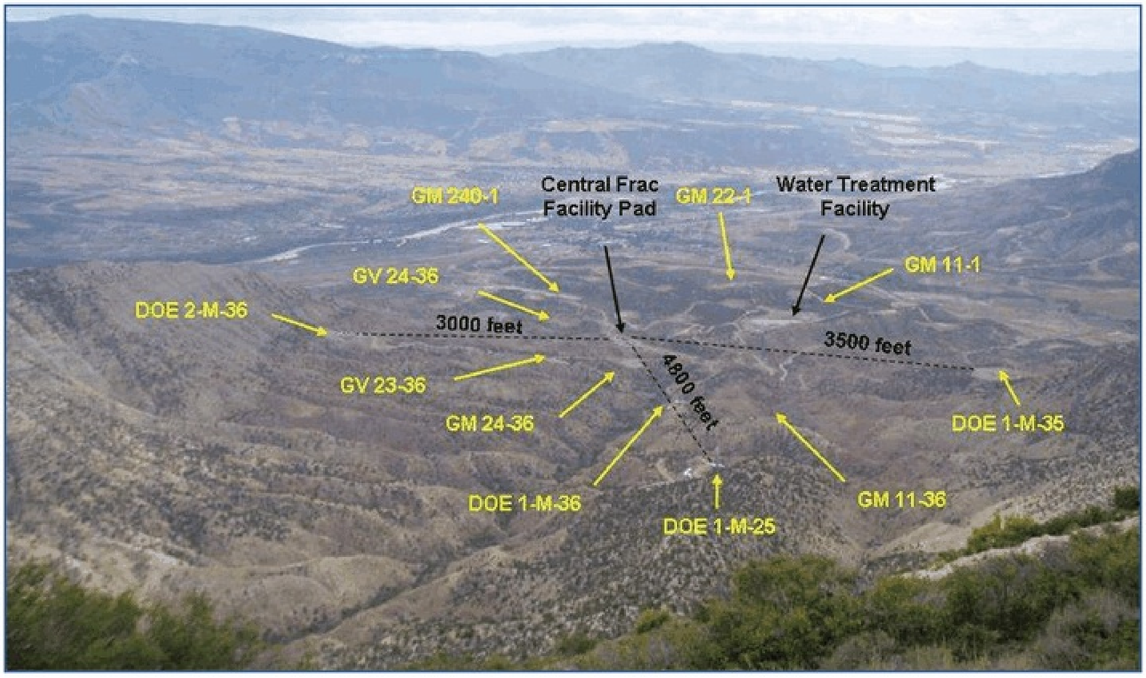


Additional Benefits

- Smaller size drilling pads
- Less traffic resulting in less dust, emissions, road maintenance and accidents
- More fracs per day
- Drill faster and reclaim sooner!

- Able to Fracture Stimulate wells using frac pumps up to 2 miles away
- Can Fracture Stimulate multiple sites from one location
- Eliminated over 12,000 water truck trips in this area
- Better efficiencies with Stimulation Crews (more jobs in a given day)
- Assist Regulatory Agencies in their approval process

Hayes Gulch – Piceance Basin



Piceance Basin Keys Points

- Largest operator in one of the nation's top basins
- Tremendous track record and long term opportunity
- Predictable reservoir performance
- Operational and cost efficiencies
- Completion effectiveness
  - SIMOPS
  - CPODS
- Leader in the Piceance basin
  - Safety performance
  - Pioneering new technology
  - Experienced and talented staff
  - Environmental stewardship
  - Community involvement

Exploration & Production

Ralph Hill
President

Other Areas of Interest

- Focus will remain on tight sands, shale, and coal bed methane
- Opportunities remain in existing basins
- 18 member Exploration staff pursuing other resource plays
- Dedicated A&D staff pursuing disciplined acquisitions
- Current Activity
  - Paradox
  - Uinta
  - Piceance Deep
  - Caney Shale
  - Other

Key Points – Value Creation Continues

- On track for record year for segment profit and production
- 3P reserves of 13.3 Tcf
- Strategy is to rapidly develop our premier drilling inventory while adding new resource potential opportunities
- An industry leader in production growth, reserves replacement, production costs and finding costs
- Long-term repeatable drilling inventory of significant proved undeveloped, probables and possibles
- Long history of high drilling success, cost efficiencies
- Short cycle time investments, fast cash returns
- Experienced and talented work force
- Very favorable long term organic growth outlook
- Pursuit and evaluation of new resource opportunities continues

Q&A

Midstream

Alan Armstrong

President

Agenda

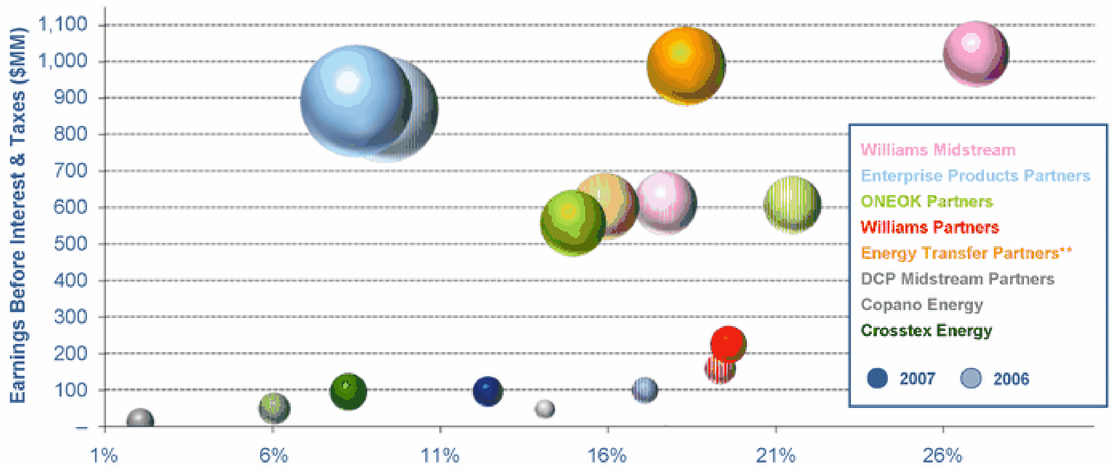
- Review Midstream's Strategy and Outlook — Alan Armstrong
- Valuing Midstream's Business — David Darcey
- Exciting Growth Ahead
  - Deepwater Gulf of Mexico — Rory Miller
  - Western Region — Mac Hummel
  - Canadian Oil Sands — Randy Newcomer
- Conclusion and Q&A — Alan Armstrong

Midstream Assets in Hotspots

Sources: Cambridge Energy Research Associates and Canadian Association of Petroleum Producers

Midstream Peer Comparison

Pre-Tax Return on Average Assets (ROAA)***

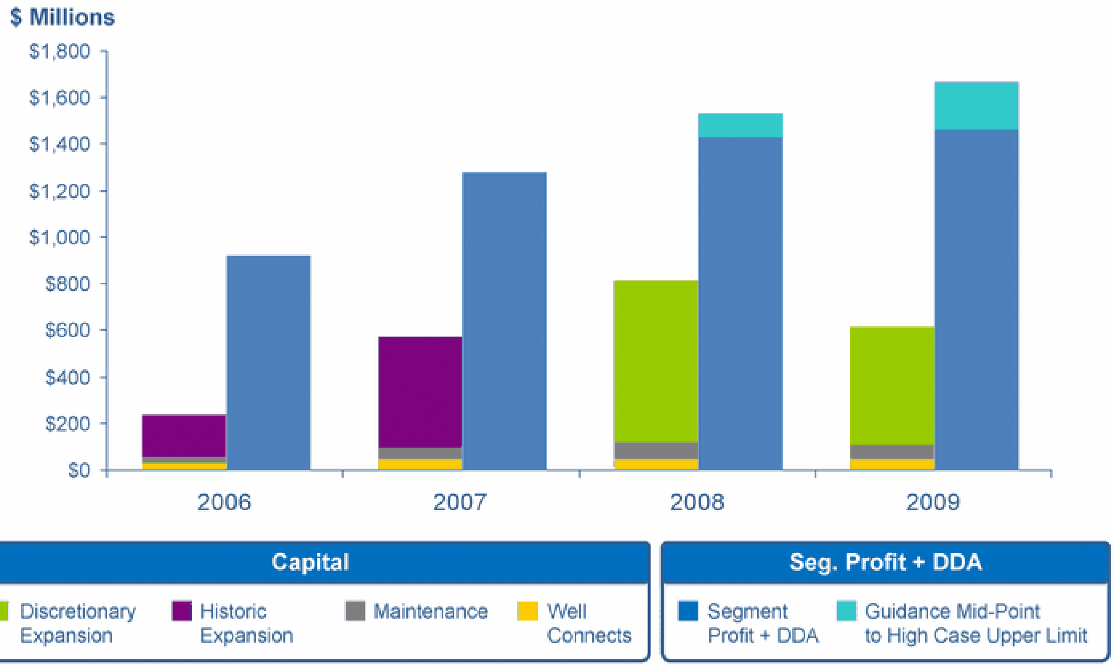


* CPNO average assets is the quarterly average over 5 quarters from 4Q06 to 4Q07.

** ETP fiscal YE is Aug 31; therefore, the quarters do not correspond with the other companies. The ROAA is calculated based on a trailing 12 months from the Nov. 30, 2007 10-Q. This puts ETP on a similar basis to Dec 31 Full Year 2007 results (Dec 1, 2006 to Nov. 30, 2007).

*** ROAA is calculated as EBIT divided by average assets for the 12-month time period Note: Circle size is proportional to average assets

Free Cash Flow – Forecast

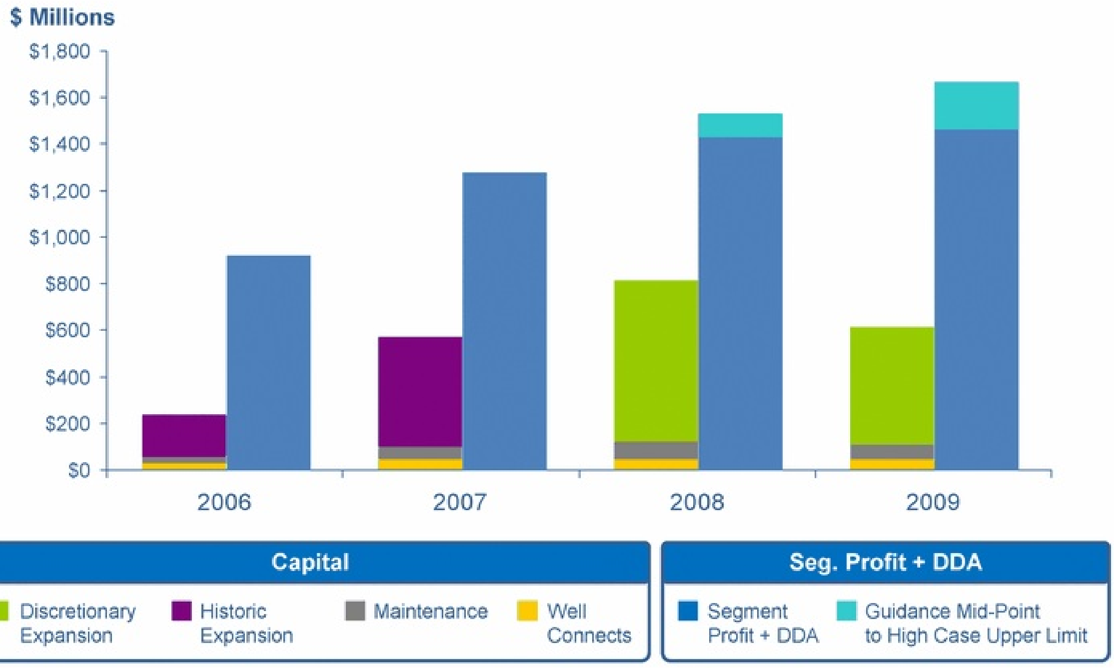


Note: Segment Profit is stated on a recurring basis. Segment Profit + DDA and Capital Spending reflect midpoint of ranges

Valuing Midstream's Business

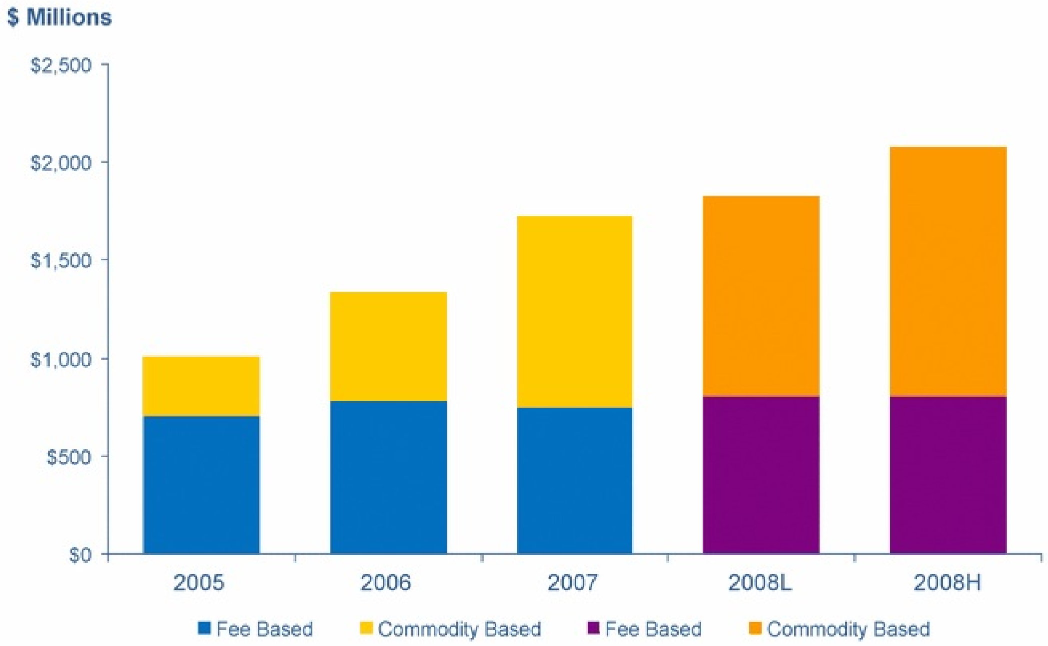
David Darcey
Director, Planning & Analysis

Free Cash Flow - Forecast



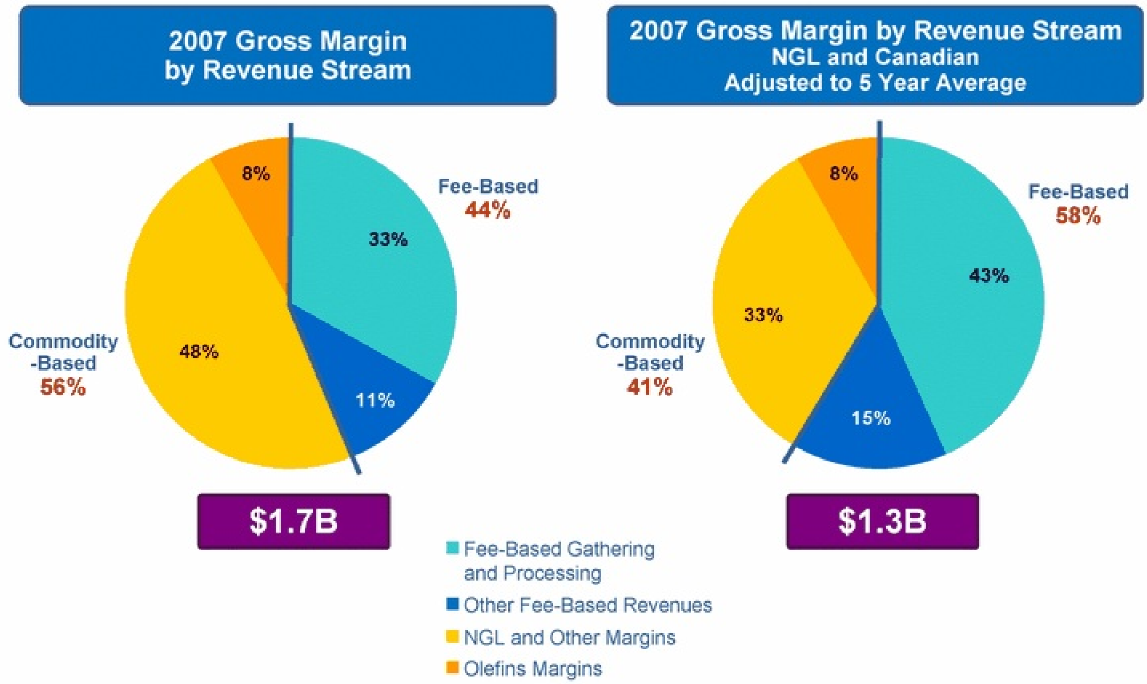
Note: Segment Profit is stated on a recurring basis. Segment Profit + DDA and Capital Spending reflect midpoint of ranges

Gross Margin



Gross Margin Sensitivity

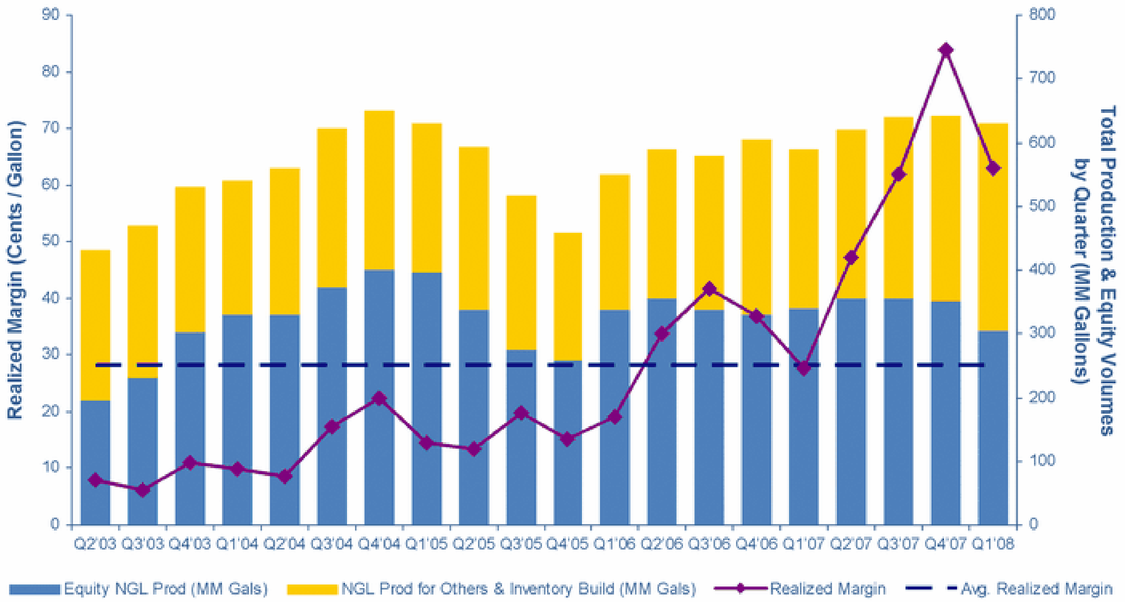
Williams. 100 Years of Ingenuity



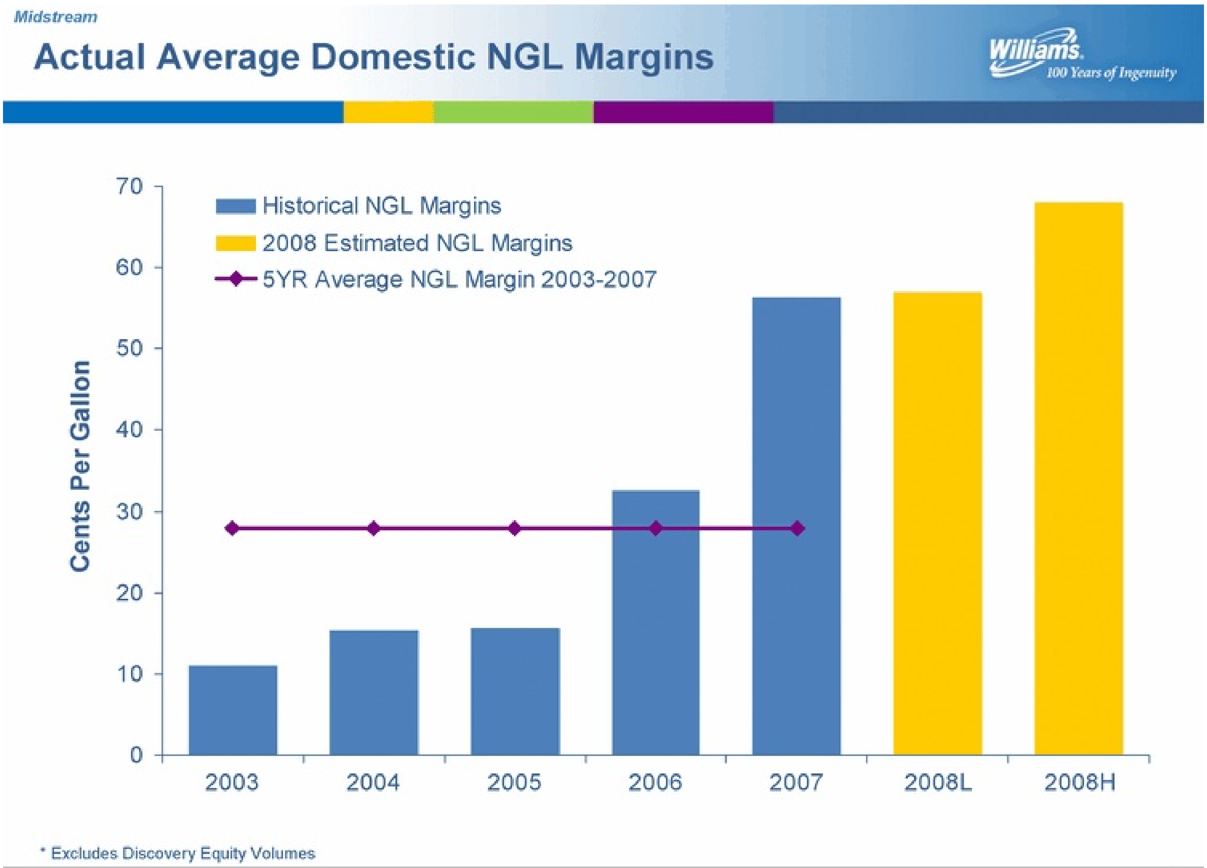
Midstream

Historical NGL Margins

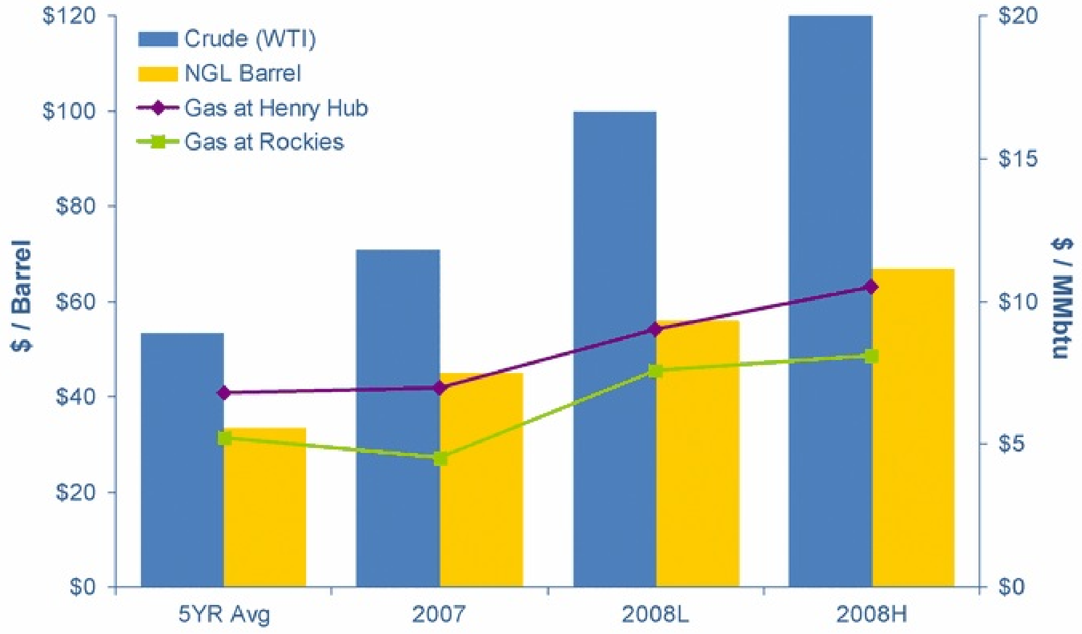
Domestic NGL Average Realized Net Margin and Volumes by Quarter



Note: Actual realized margins, does not include Discovery volumes. Five year average of 28 cpg is calculated for the period 2Q03-1Q08.


Midstream
Actual Average Domestic NGL Margins
Williams
100 Years of Ingenuity
Historical NGL Margins
2008 Estimated NGL Margins
5YR Average NGL Margin 2003-2007
Cents Per Gallon
70
60
50
40
30
20
10
0
2003
2004
2005
2006
2007
2008L
2008H
* Excludes Discovery Equity Volumes

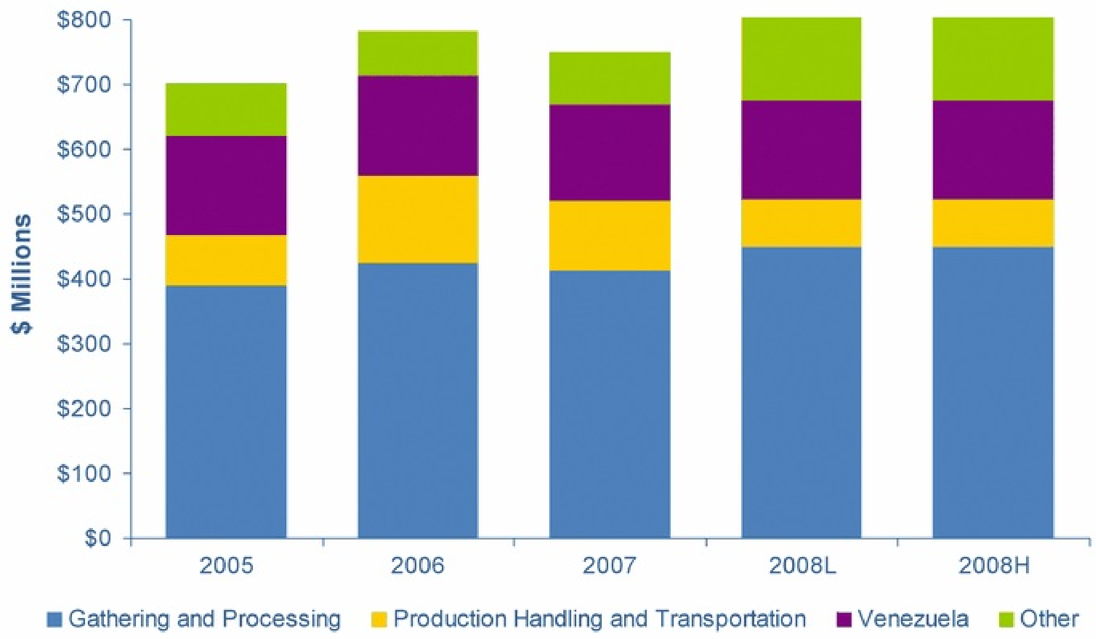
Commodity Price Relationships



NGL Barrel Composition: Ethane 50% Propane 25% Butane 15% Natural Gasoline 10%

Midstream

Fee Revenues



Deepwater Growth

Rory Miller

Vice President, Gulf Coast

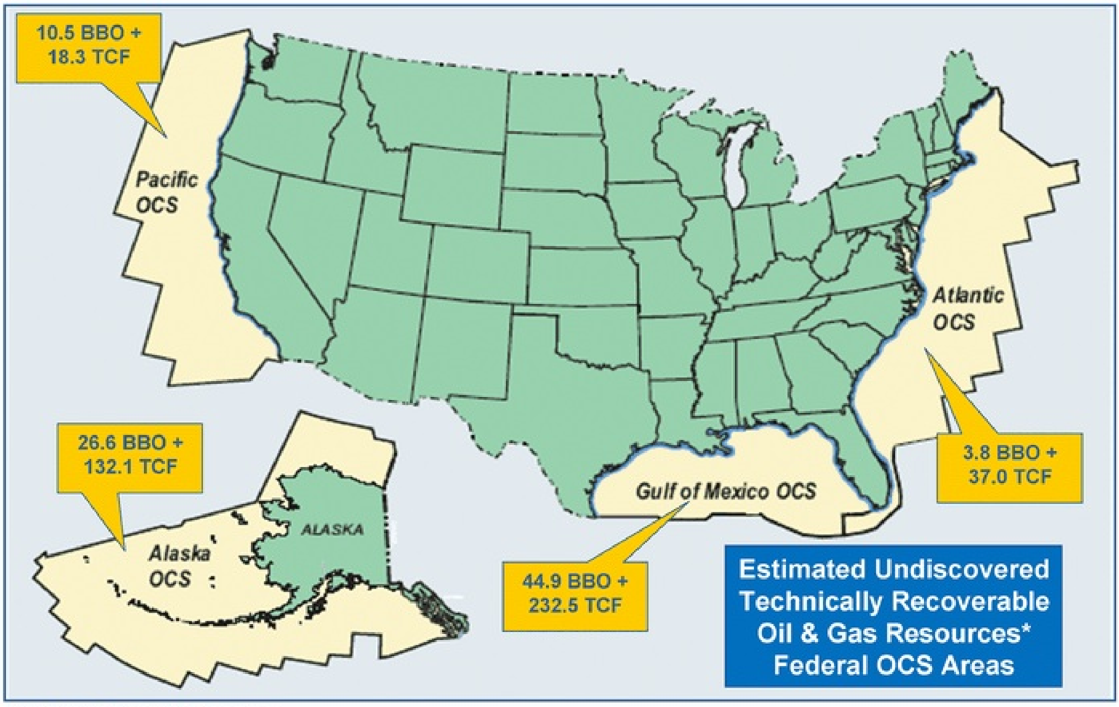
Williams' Deepwater Update

Williams. 100 Years of Ingenuity

Why Deepwater GoM?	The size of the prize
Why Williams Midstream?	Our competitive advantage
What is Next?	A new wave of development coming

MMS' Estimated Undiscovered Reserves

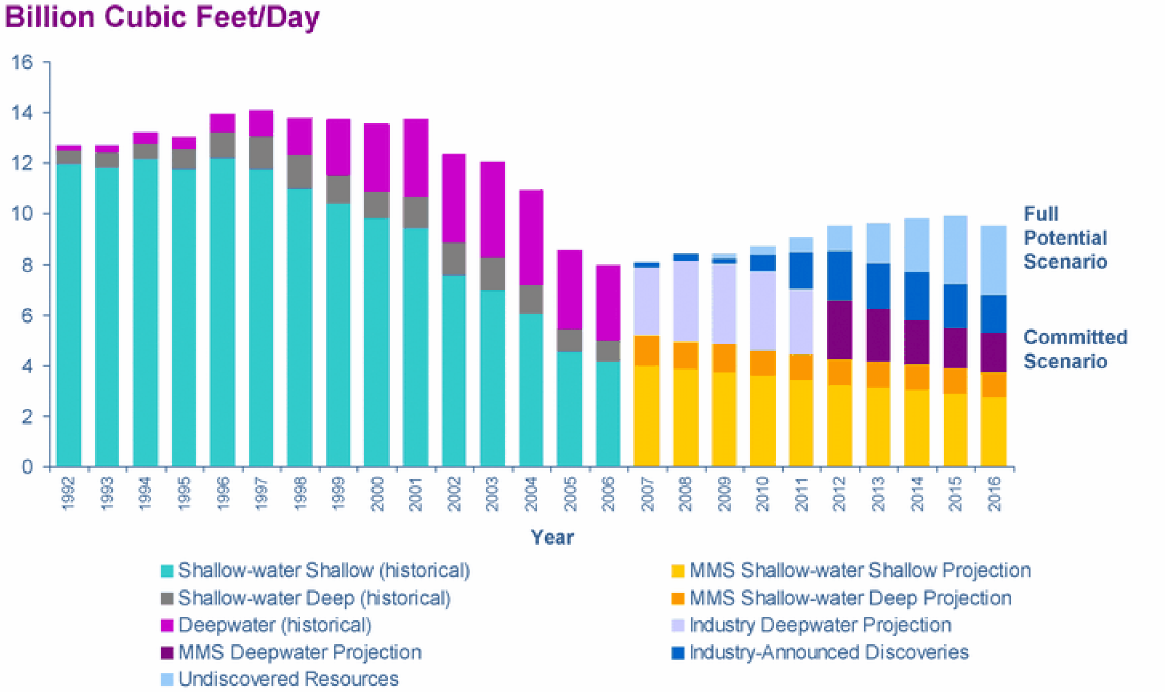
Williams. 100 Years of Ingenuity



* MMS 2006 Fact Sheet, Mean values

MMS' Gulf of Mexico Gas Forecast

Williams
100 Years of Ingenuity

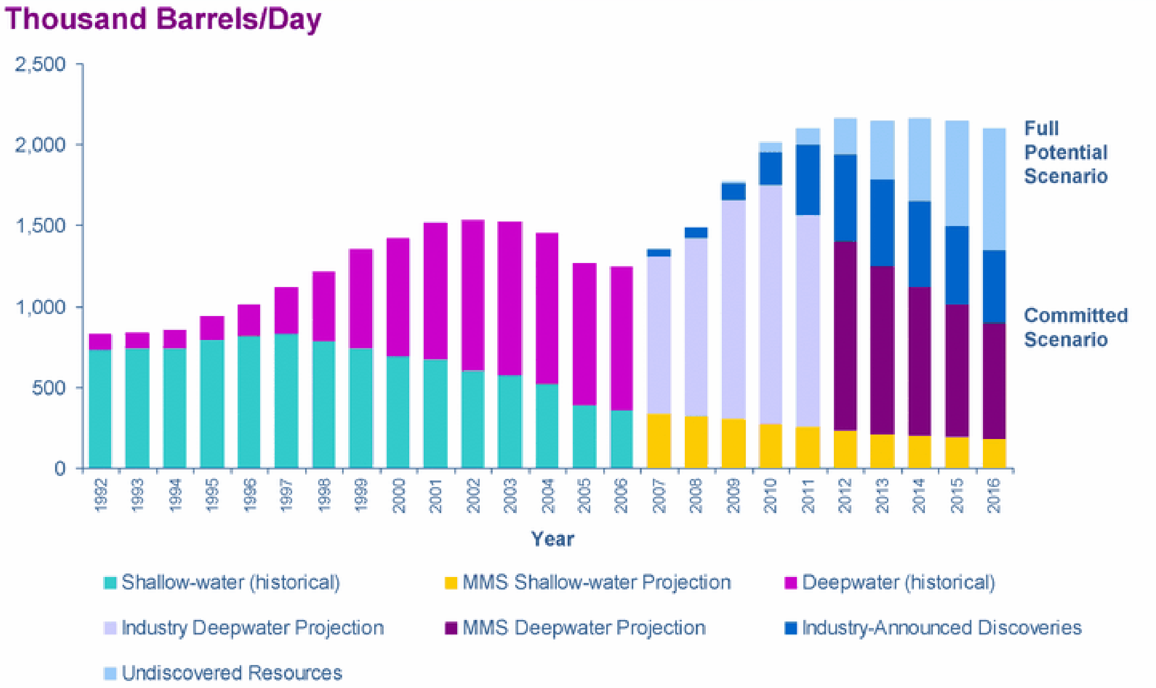


MMS OCS Report - 2007

Midstream

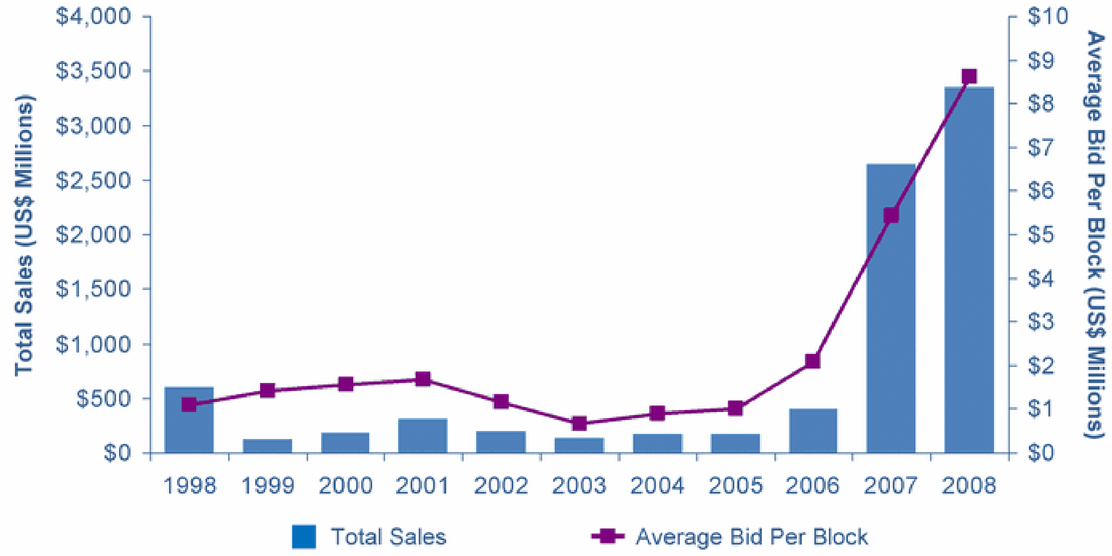
MMS' Gulf of Mexico Oil Forecast

Williams. 100 Years of Ingenuity



MMS OCS Report - 2007

GoM Central Lease Sales Results



Source: Wood Mackenzie

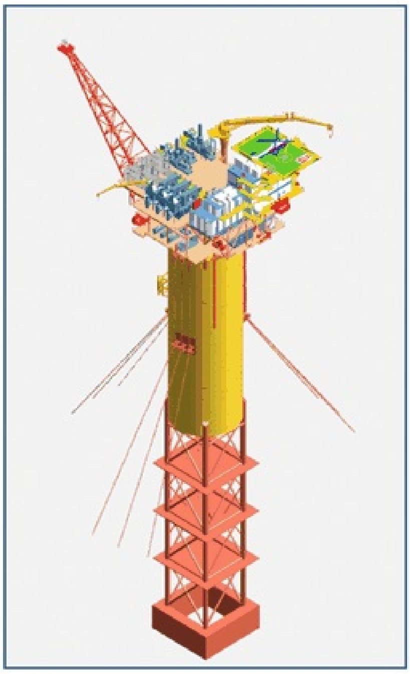
Williams' Deepwater Strategic Advantages

Williams. 100 Years of Ingenuity

- Assets:
  – Major oil & gas trunk-lines built in western and eastern corridors
  – Significant Gas infrastructure (Discovery) in Green Canyon corridor
  – Oil infrastructure in Garden Banks corridor
  – All deepwater infrastructure anchored through on-shore gas plants
  – One-of-a-kind deepwater repair readiness (PERK)
- People:
  – One of the most experienced deepwater pipe-lay teams – worldwide
  – Deep technical bench for spar design and construction
  – Safe, reliable, efficient focus on field operations
- Leverage:
  – Stand ready to leverage our people and assets to be major player as next round of large-scale deepwater infrastructure is contracted out
  – Will offer unique "speed-to-market" alternatives for maximum NPV alternatives

Deepwater Generic SPAR Concept

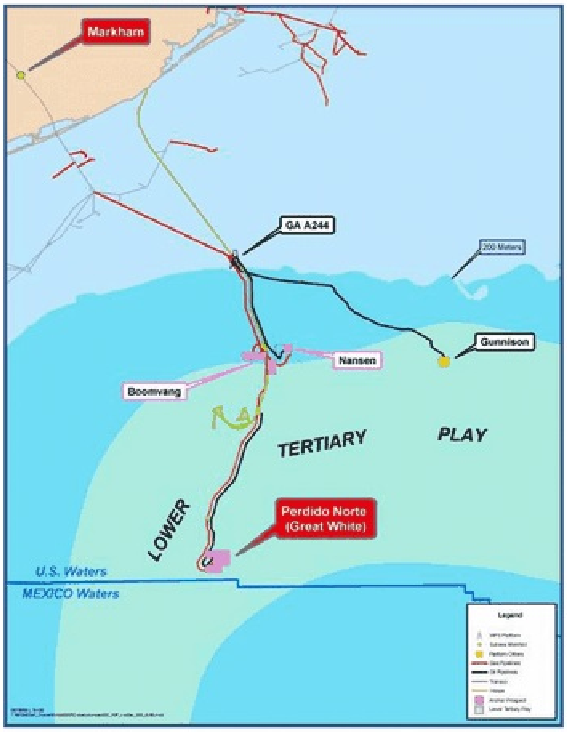
- Standard design SPAR based floating production system (FPS)
- "Turn Key" proposal to producers for the ownership & operation of FPS
- "Speed-to-market"– Producers benefit from improved NPV by reducing costs and cycle-time from sanction to 1st Oil
- Target opportunities include standalone field developments and co-development of marginal fields
- Cost estimated at $500 MM per FPS
- FPS & Export System deployed to capture downstream value chain upside



Gulf of Mexico

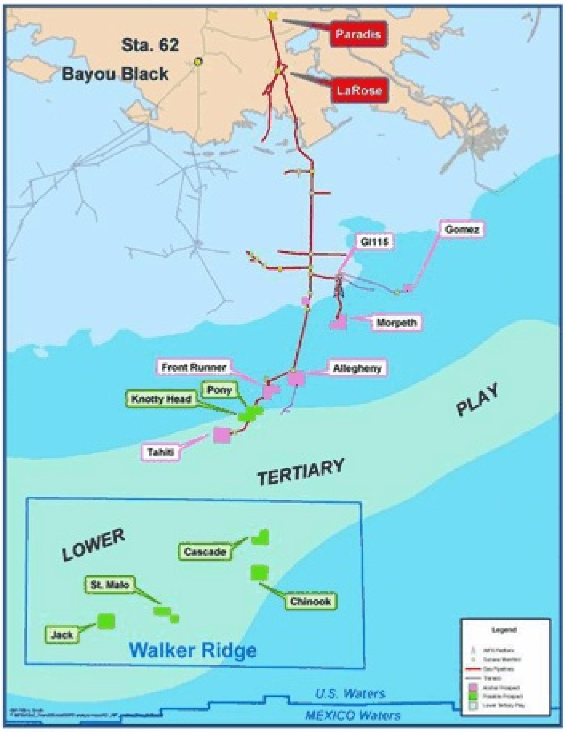
Western Gulf

- Perdido project update
  - All pipe and sleds on seafloor
  - No standby so far
  - Markham train #2 design complete, major equipment ordered
- Lower Tertiary prospects
  - U.S. waters
  - Mexican waters



Discovery

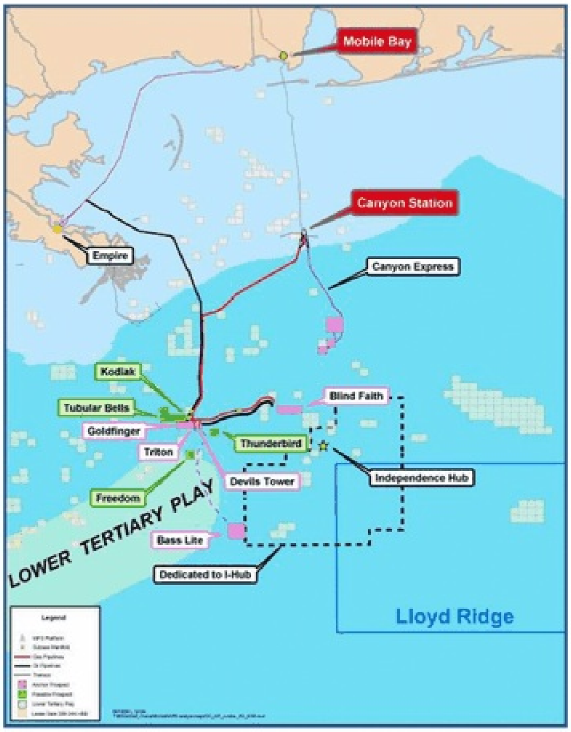
- Knottyhead, Pony
- Cascade & Chinook
- Jack, St. Malo
- Corridor Highlights
  - Numerous small mini-basins targets
  - Target-rich Lower Tertiary area
  - Significant new oil infrastructure required
  - Associated gas export and fuel gas import opportunities



Midstream

Eastern Gulf

- Devils Tower area
  - Thunderbird
  - Tubular Bells
  - Kodiak
  - Freedom
- Biogenic Gas Plays:
  - Near-shelf; Canyon Station tie-backs
  - Ultra-deep; new gas only hub opportunity



Western Region Growth

Mac Hummel

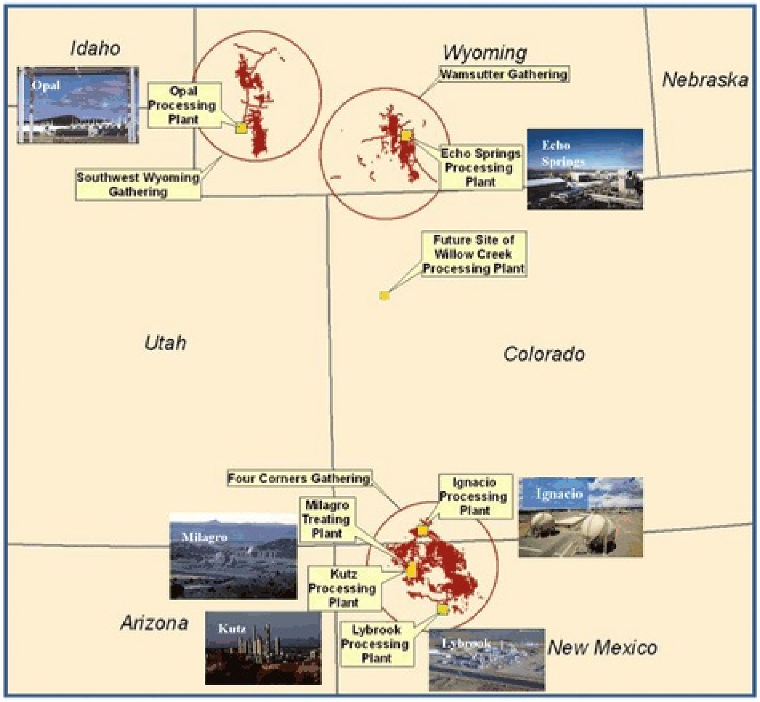
Vice President, Western Region

Competitive Strengths

- Reliability
- Scale
- Hub Access
- Experience

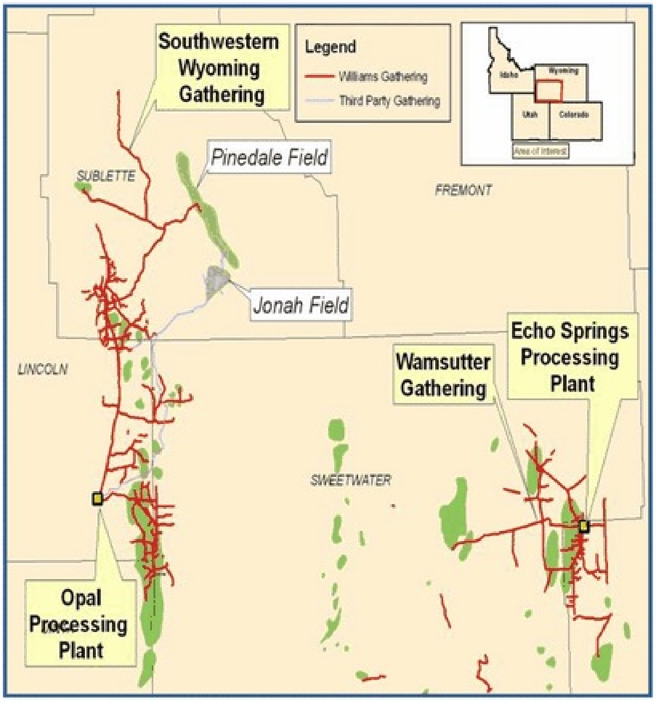
West Region Assets – Scale Positions

- Opal – Second largest processor in lower 48
- San Juan Basin – Largest gatherer
- Wamsutter – Largest gatherer and processor
- Piceance – Future scale position building
- Western Region – Exposure to significant drilling activity



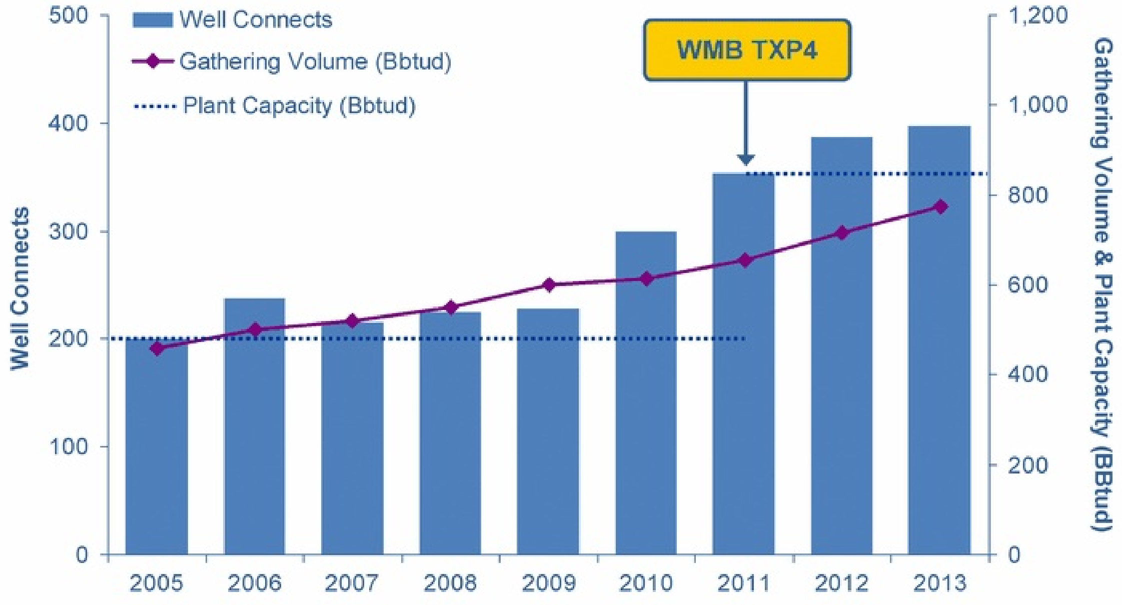
Wyoming

- Wamsutter
  - Large, prolific field
  - Robust drilling plans
  - TXP 4 expansion announced in May
  - Gathering expansions expected
- Opal
  - Connected to Pinedale and Jonah fields
  - Expanded twice in the past four years
  - Second largest processor in Lower 48
  - Regional trading hub for West



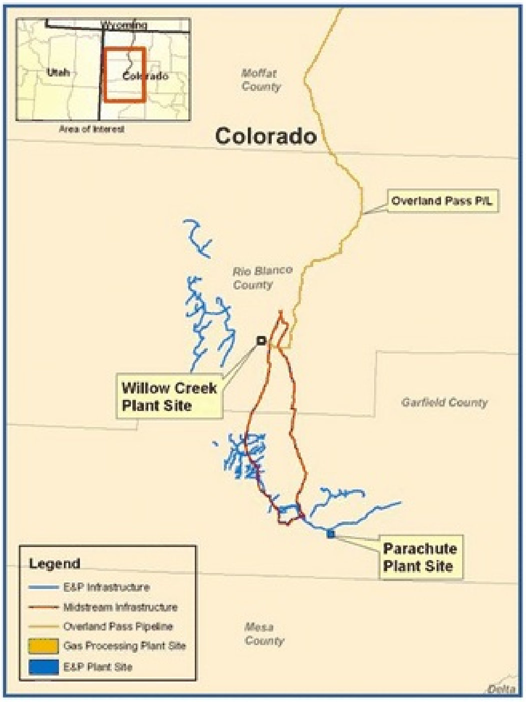
Midstream

Wamsutter: Future Drilling Drives Growth



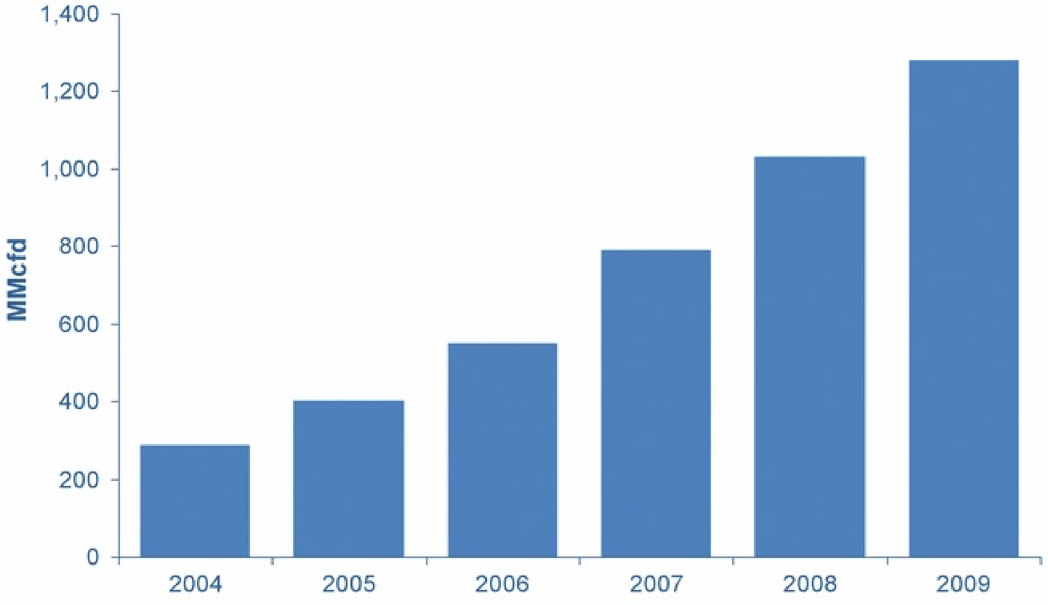
Piceance Basin

- Parachute lateral in service May 2007
- PGX pipeline in service July 2008
- Willow Creek plant in service mid to late 2009
- Multiple additional Piceance Basin plants



Piceance

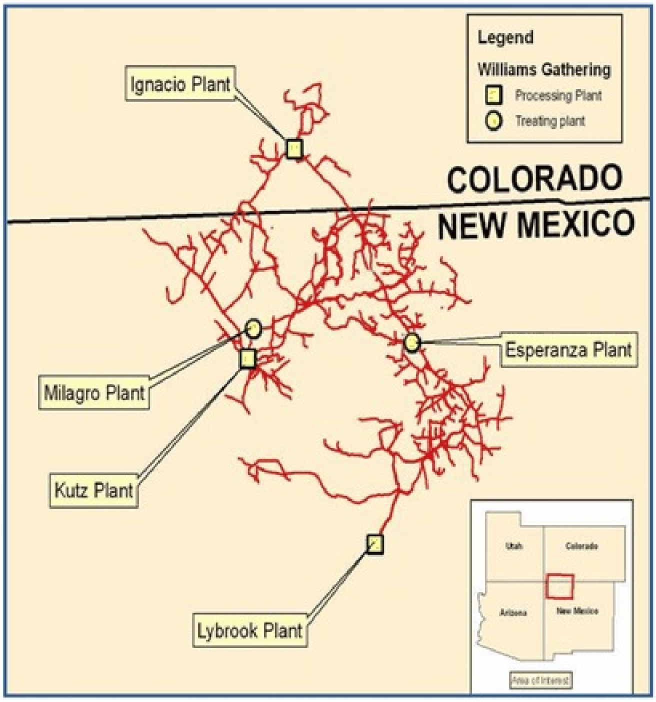
Existing Equity Volumes and Future Drilling Drive Growth



Midstream

Four Corners

- Largest gatherer in San Juan Basin
- Significant flexibility offered by footprint
- Diversified portfolio of contracts
- Strong fee-based revenues
- Predominantly connected at wellhead



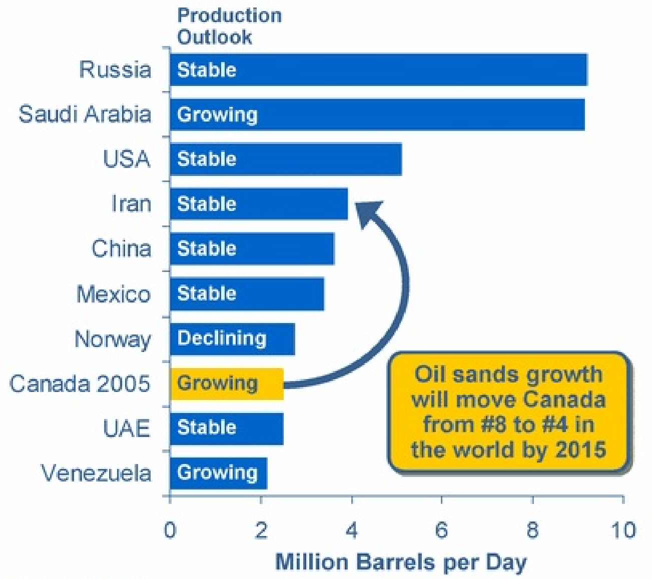
Canadian Oil Sands Opportunity

Randy Newcomer
Vice President, Olefins & NGLs

New Basin G&P Opportunity With Upgrader Offgas Production

Williams. 100 Years of Ingenuity

Canadian Oil Sands Are One of the Fastest Growing Basins in the World

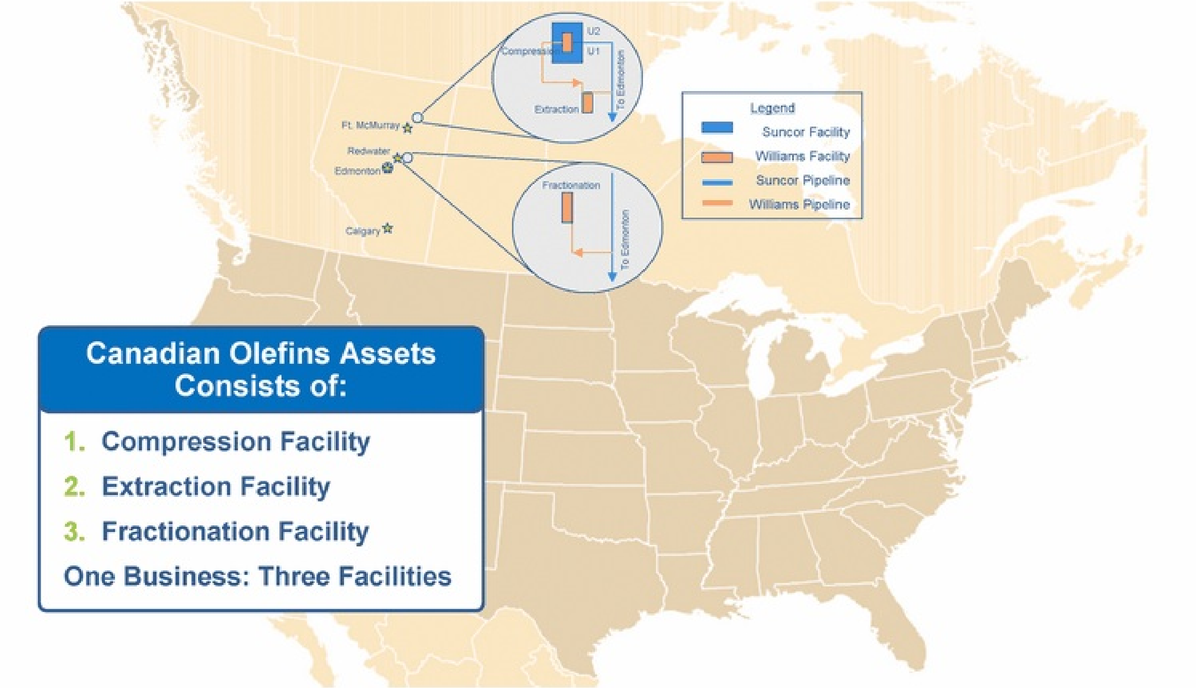


Source: EIA & CAPP

The Upgrading Process

Midstream

Geographic Location of Assets



Canadian Olefins Assets Consists of:

1. Compression Facility
2. Extraction Facility
3. Fractionation Facility

One Business: Three Facilities

Canadian Oil Sands Upgrader Projects: Creating Value

Williams. 100 Years of Ingenuity

Fort McMurray Gas Plant

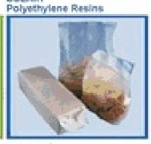
Redwater Fractionator

Upgrader Olefins

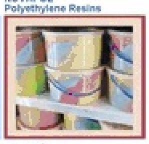
- Ethane/ethylene mix
- Propane
  Polymer grade propylene (PGP)
- Butane/butylene mix*
- Olefinic condensate

SURPASS® Polyethylene Resins

SCLAIR® Polyethylene Resins



NOVAPOL® Polyethylene Resins



ARCEL® Advanced Foam Resin

DYLARK® Automotive Resins

DYLITE® EPS Resins

Photo Source: www.novachem.com; NOVA Chemicals Inc.

Midstream's Canadian Oil Sands Strategy

Deploy Midstream's Large Scale Reliability Strategy and Become the Leading Provider of Offgas Liquids Extraction Services to the Oil Sands Upgraders

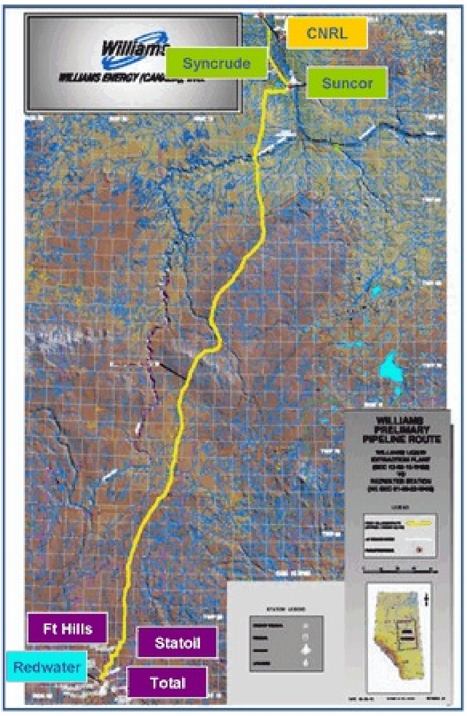
- Build on the foundation of our current assets at Fort McMurray and Redwater
- Leverage our experience with offgas processing at Suncor and our associated fractionation, NGL and olefins marketing experience in the U.S. and Canada to attract other upgraders to our services
- Develop a mix of fee-based and commodity-exposed projects to reduce margin risk on the downside while retaining some upside
- Utilize proven and cost-effective construction methods
- Build the organizational capability to effectively manage the large project flow from conception through start-up and on-going operation

Potential Upgraders & Fractionation Customers… Some Pretty Good Company

Upgraders

Fort McMurray Area	Redwater Area
Suncor	Fort Hills
Syncrude	StatoilHydro
CNRL	Total

- Facilities already in operation
- Approved projects under construction
- Announced projects in approval stage

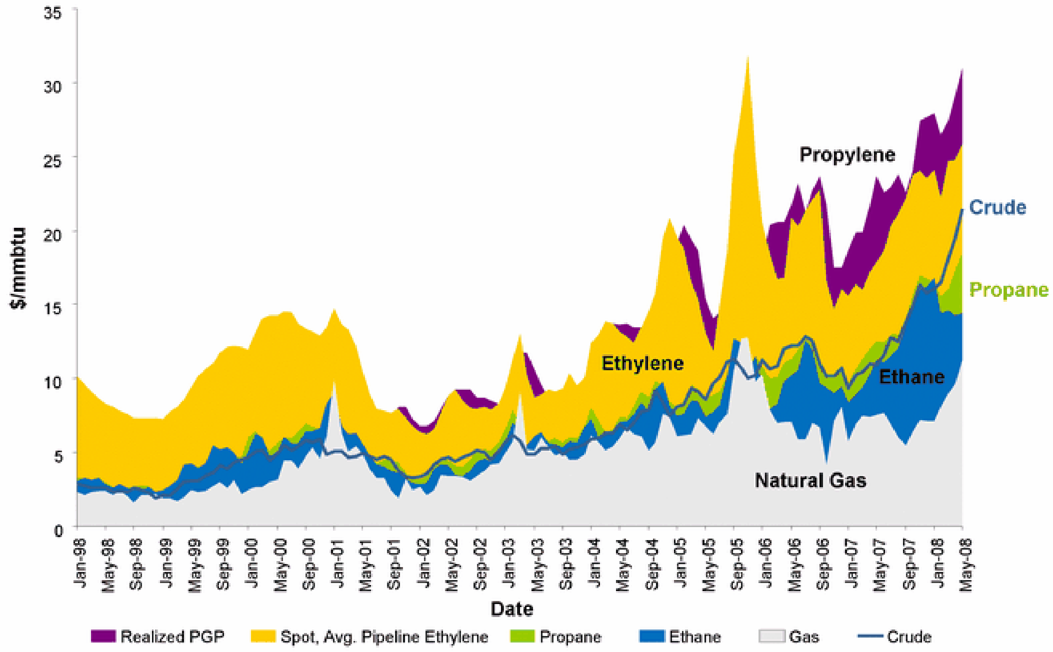


Midstream

Gas/Liquids Commodity Price Spreads

Williams 100 Years of Ingenuity

Olefins production from NGL's and off-gas recovery adds significant (and increasing) additional margin potential to the natural gas value chain

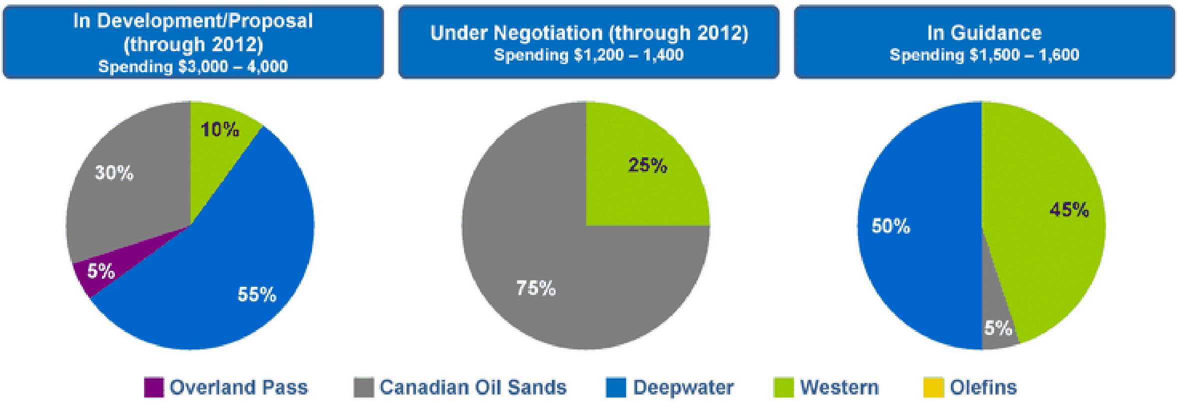


Conclusion

Significant Progress on Growth Projects

Williams. 100 Years of Ingenuity

Dollars in Millions



Major Growth Projects Included in Guidance					
Project (In-Service Date)	**Fee/Commodity**	**Pre-2008**	**2008**	**2009**	**Seg Profit***
Bass Lite (2Q '08)	F	$8	$7	$5	$30-$35
Blind Faith (4Q '08)	F	212	40	–	10-15
Perdido Norte (4Q '09)	F & C	175	203	182	90-100
Willow Creek (3Q '09)	C	37	250	70	55-85
Echo Springs – TXP4 (4Q '10)	F & C		25	125	40-50

* Estimated Segment Profit generated in first full calendar year of operation

Key Points

- Midstream maintains tremendous cash flow generation
- Continues to generate high returns
- Strategy continues to yield unique competitive advantage
- Well positioned for growth
  - Deepwater expansions progress
  - Western opportunities abound
  - Canadian Oil Sands off-gas: unrivaled position creates significant possibilities

Q&A

Gas Pipeline

Phil Wright
President

Introduction

- Dramatic Changes and Growth for Our Industry
  - Geographic shifts in gas production
  - Greenhouse gas and other environmental concerns driving gas demand
  - Increased future reliance on LNG
  - Competition has intensified
- Substantial Opportunities Linking Supply and Demand
- Our Pipelines
  - A Closer Look Inside:
    - Attributes
    - Our Growth Story

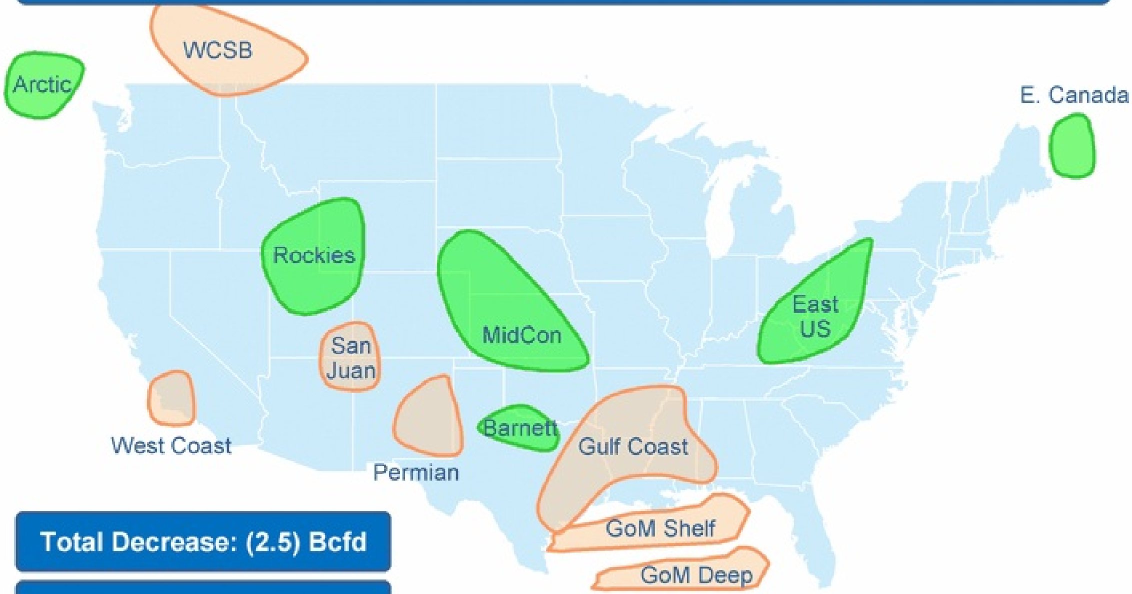
Industry Overview

Key Supply Changes

- Geographic shifts in supply
- Dramatic shift to non-conventional supply sources, especially shale and tight sands
  - New infrastructure needed to link non-conventional supply sources to growth markets
- LNG imports
- Western Canadian production declining while oil sands demand explodes

Natural Gas Supply Outlook

US & Canadian Production Increase (2008–2018)



Total Decrease: (2.5) Bcfd

Lower 48 Decrease: (0.4)

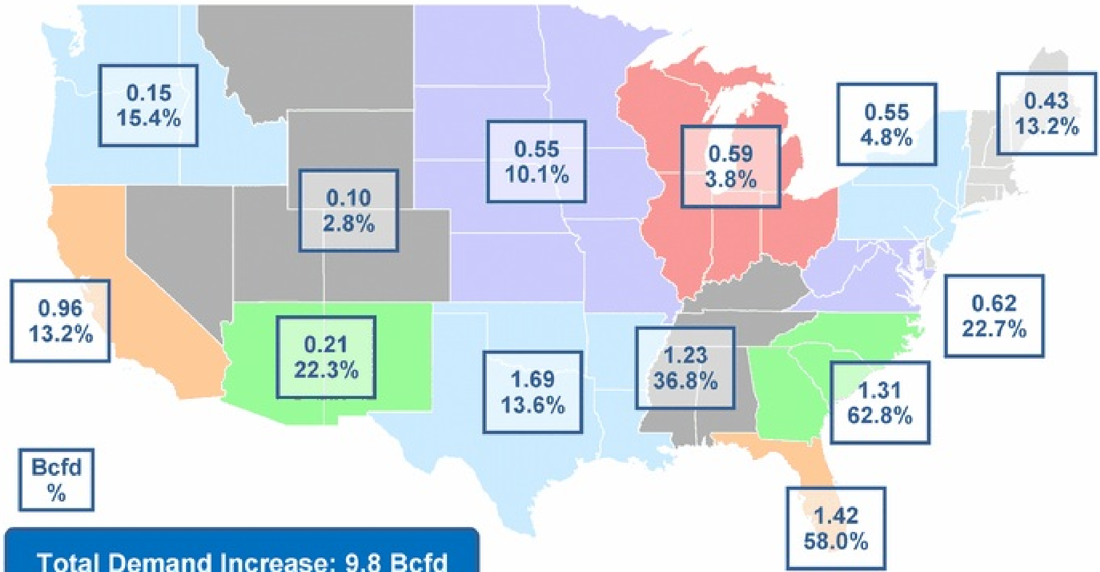
Key Demand Drivers

- Power Generation
  - Tightening reserve margins
  - New coal-fired generation plants limited in near-term by environmental concerns
  - Nuclear not a near-term option
  - Greenhouse gases
  - Renewables are unreliable
- Ethanol and Fertilizers
  - Impacting industrial demand growth

Gas Flow – Peak Demand

Williams. 100 Years of Ingenuity

Peak Month Gas Demand Increase (2008–2018)



Total Demand Increase: 9.8 Bcfd

Proximity to Gulf Coast and Eastern LNG Terminals

Williams
100 Years of Ingenuity

LNG Terminal Capacity

Canaport	1.0 Bcf/d
Neptune	.0.4 Bcf/d
NE Gateway	0.4 Bcf/d
Everett	0.7 Bcf/d
Cove Point	1.8 Bcf/d
Elba Island	2.1 Bcf/d
Pascagoula	1.3 Bcf/d
Lake Charles	1.8 Bcf/d
Cameron	2.6 Bcf/d
Sabine Pass	2.6 Bcf/d
Golden Pass	2.0 Bcf/d
Freeport	1.5 Bcf/d
Gulf Gateway	0.5 Bcf/d
Total	18.7 Bcf/d

A Closer Look Inside:

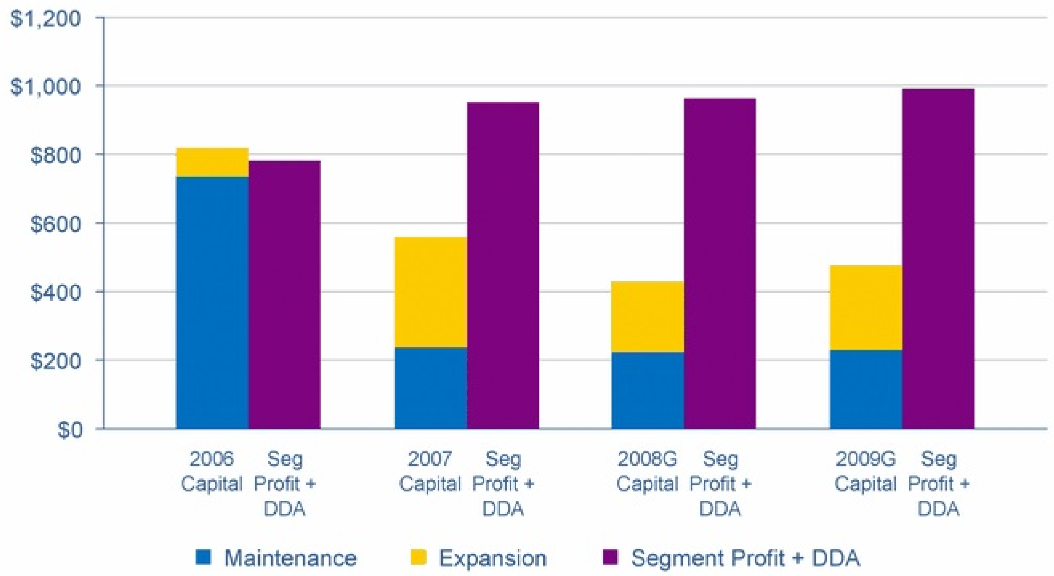
Attributes

Stable, Substantial Free Cash Flow

- Driven by:
  - Long-term contracts with high credit quality customers
  - Supply access
  - Premium growth markets

…and robust outlook for value growth

Free Cash Flow Forecast



* Segment profit is stated on a recurring basis. Segment profit + DD&A and capital spending reflect midpoint of ranges.

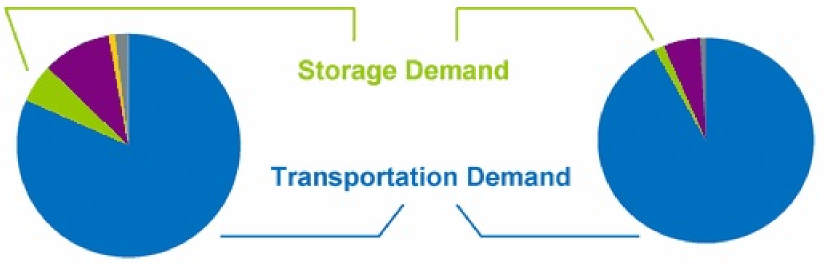
Revenue Breakout

Williams. 100 Years of Ingenuity

~90% of 2007 Operating Revenues Were from Transportation and Storage Demand Charges*

TGPL
2007 Revenue
$905 MM

NWPL
2007 Revenue
$413 MM



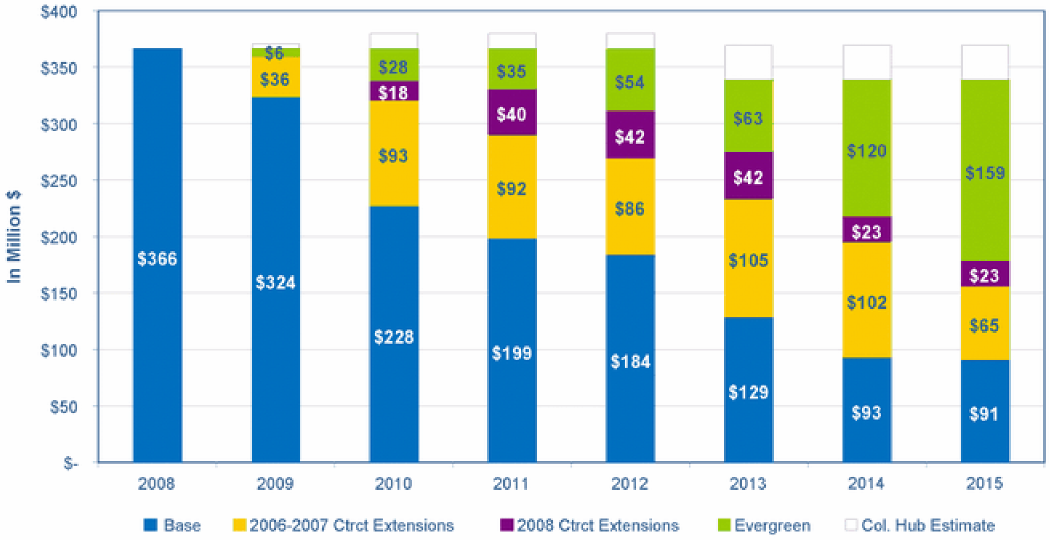
* Notes:
- Revenue received regardless of pipeline usage
- Excludes tracked revenue (revenue directly offset by a related expense)
- Transportation Demand includes incrementally priced projects

Northwest Long-term Contracts

Northwest Pipeline

Weighted Average Remaining Contract Term of 9.40 Years Based on Revenue

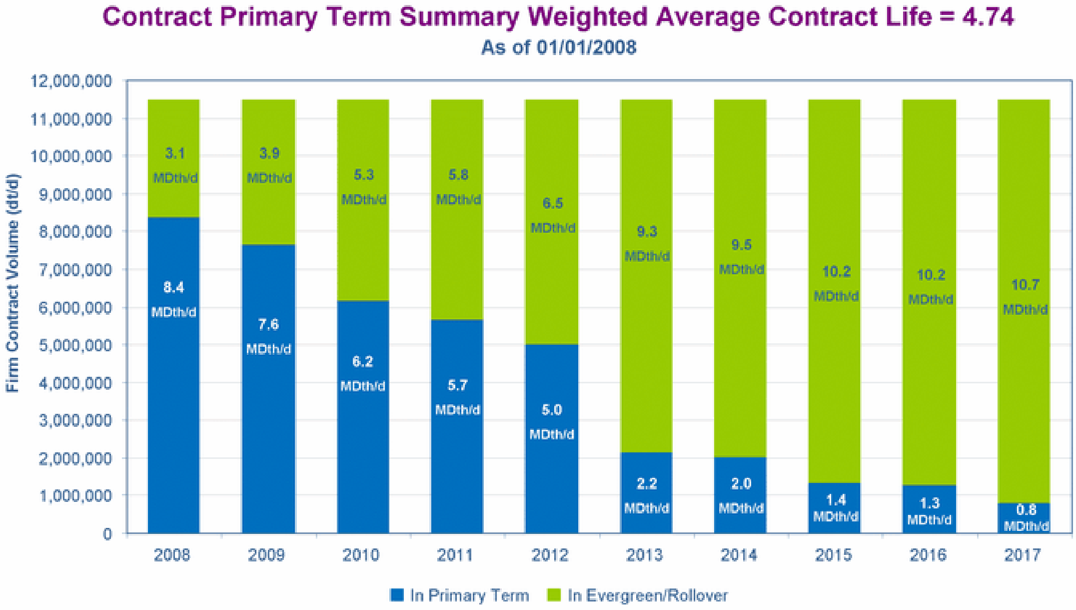
As of 03/01/2008 *



* Excludes STF, Lateral TF-1 and Parachute TFL-1 Contracts

Transco Long-term Contracts

Transcontinental Gas Pipe Line Corporation



An Elegant, Simple Strategy

- Foster a culture of safety
- Be the low cost provider for our markets
  - Supply access/optionality
  - Cost control
  - Efficiency
  - Flexibility
  - Reliability
- Uphold continuing high quality customer relationships

A Closer Look Inside:

Our Growth Story

Gas Pipeline

Quality Assets Serving Growing Markets

Williams. 100 Years of Ingenuity

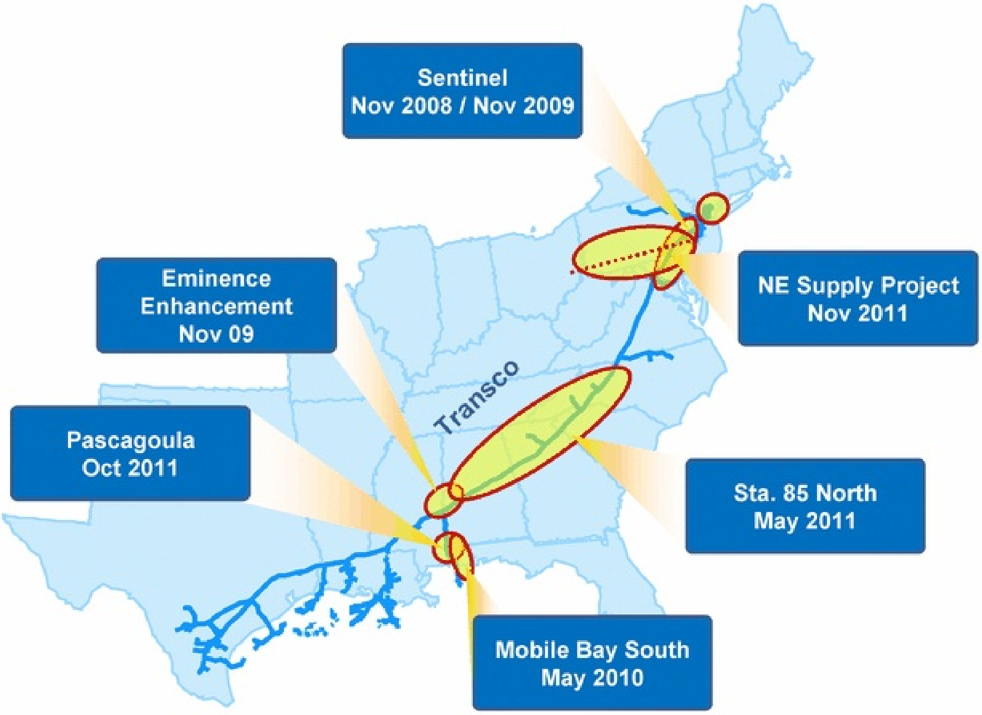
Gas Pipeline

Transco System Overview

- Large and diverse supply sources
  - Onshore and offshore Gulf of Mexico
  - Pipeline Interconnects (including Barnett Shale and Bossier Sands)
  - LNG
- Premium high growth markets
  - Southeast
  - Northeast
  - New Pipeline Interconnects Totaling 18.5 Bcfd (2006–2009)
- Customers have high level of service flexibility
- Fully contracted/subscribed
- Largest pipeline in US
  - 8.4 Bcfd at peak capacity
  - Rate base \$2.9 B
  - 60% firm contract capacity into New York City

Transco Growth Projects

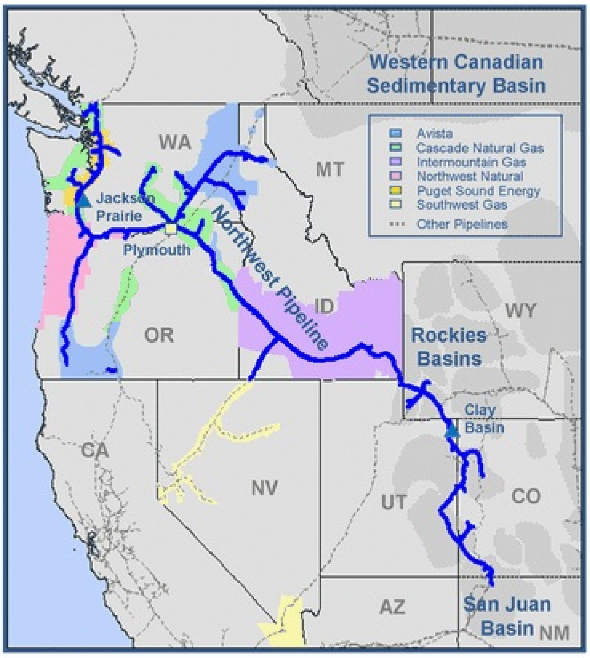
Williams. 100 Years of Ingenuity



Northwest System Overview

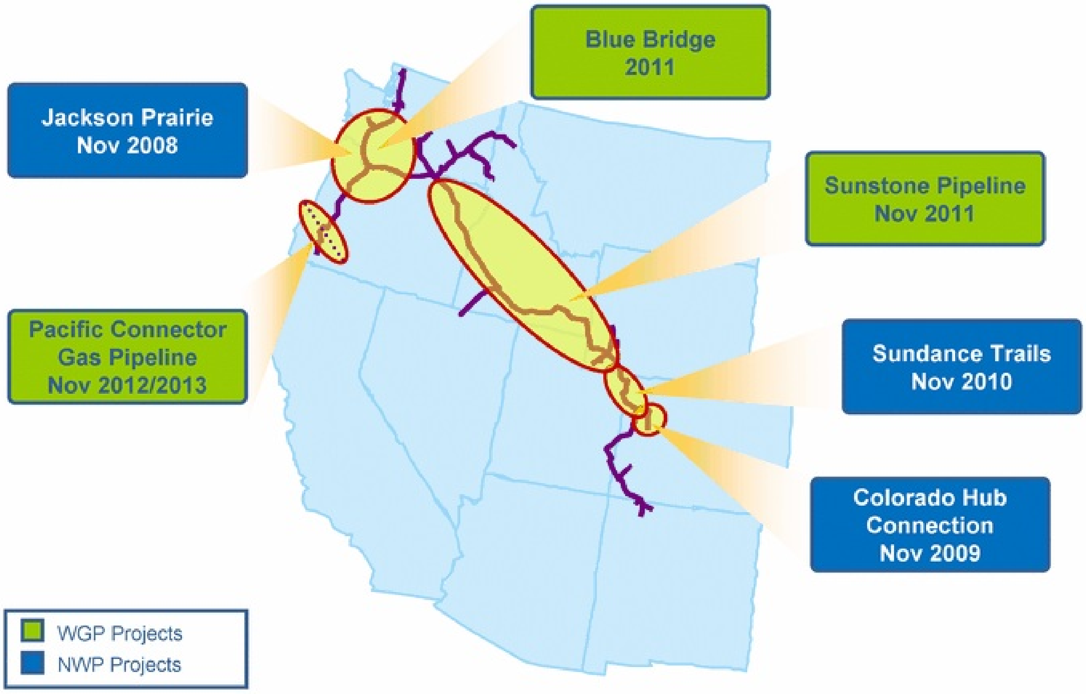
Williams. 100 Years of Ingenuity

- "Backbone" of delivery infrastructure for northwest markets (WA, OR, ID)
  - Only interstate pipeline serving Seattle, Portland and Boise
- Connects with major western pipelines
  - Interconnects
  - Off-system opportunities to serve CO, UT, WY, CA, NV, AZ and NM
- Uniquely situated to access diverse and strategic supply basins
  - Rockies, San Juan and Western Canada
  - Rate base $1.5B
  - New/expanded receipt point capacity 1.6 Bcfd since 2004



Pipeline Projects – Northwest

Williams. 100 Years of Ingenuity

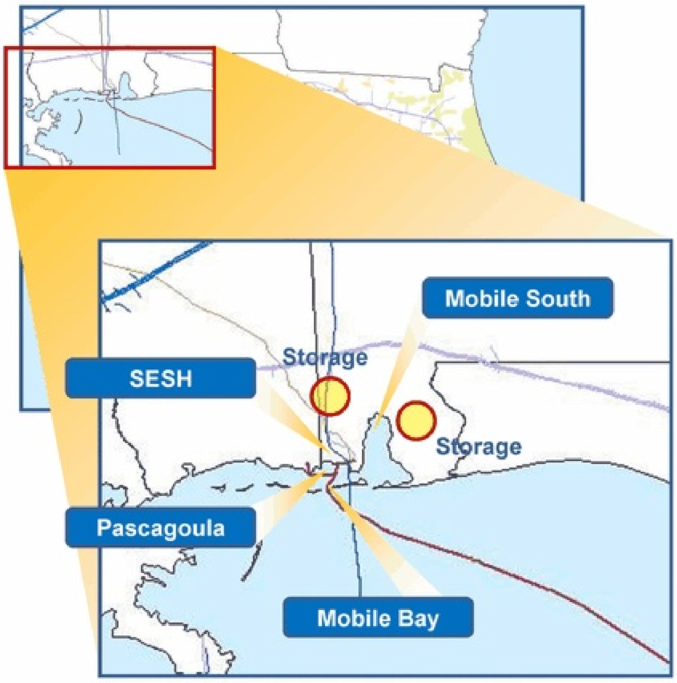


Gas Pipeline

Gulfstream System Overview

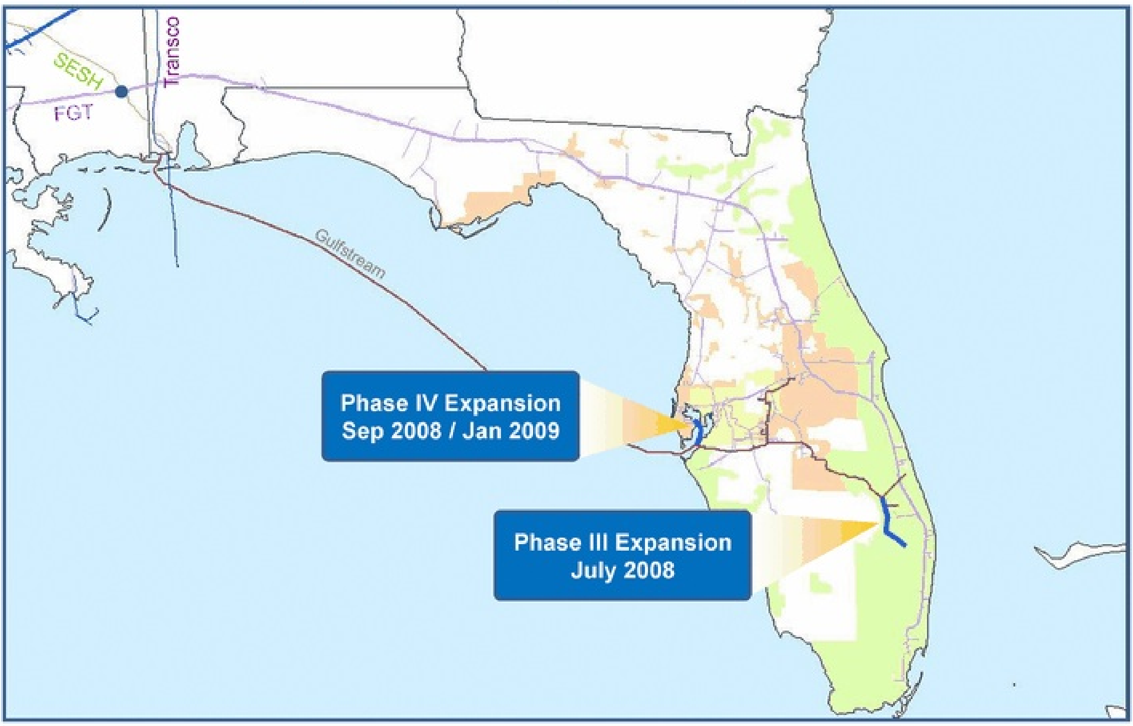
Williams. 100 Years of Ingenuity

- Fully Subscribed
- Long-term contracts (remaining life 21 years)
- Fastest growing markets in North America
  - Driven by power generation needs
- Flexible supply



Gas Pipeline

Gulfstream Growth Projects



WGP Expansion Projects

2007 Placed In-service	2008–2009	2010 & Beyond
Potomac – 20 miles – 165 MDthd capacity	**Sentinel** – 16 miles – 142 MDthd capacity	**Pascagoula Supply Project** – 15 miles; 467 MDthd capacity
Leidy to Long Island – 14.5 miles – 100 MDthd capacity	**Eminence Injection Enhancement** – Compression only – Volume TBD	**85 North Expansion** – Capacity - TBD
	Colorado Hub Connection – 28 mile lateral – 363 MDthd capacity	**NE Supply Project** – Capacity – TBD
	Jackson Prairie Deliverability – Deliverability 108 MDthd – 2007–2010 capacity 1.2 Bcf	**Mobile Bay South** – Compression Only; – Capacity - TBD
	GulfStream Phase III (50%) – 34 miles – 345 MDthd	**Sundance Trail** – 16 miles; 150 MDthd capacity
	GulfStream Phase IV (50%) – 17 miles – 155 MDthd capacity	**Sunstone Pipeline** – 585 miles; 1.2 Bcfd capacity
		Blue Bridge Pipeline – 172 miles; 500 MDthd capacity
		Pacific Connector Gas Pipeline – 231 miles; 1.0 Bcfd capacity

Projects shown in purple are not included in Guidance

Growth Projects

In Guidance
~$750 Million (through 2012)

Proposed
~$3.3 Billion (through 2012)

Project In-service Date	Pre-2008	2008	2009	Post 2009	Segment Profit[1]
Sentinel (Ph 1-4Q '08 & Ph 2- 4Q '09)	$25	$30-40	$80-90	$1-5	$21
Jackson Prairie (4Q '08	1	10-15	-	-	3
Eminence (4Q '09)	-	1-5	5-10	-	2
Colorado Hub (4Q '09)	-	5-10	30-50	1-5	7
Gulfstream III & IV (3Q '08 & 2Q '09)	38	80-100	5-10	-	46
Mobile Bay South (2Q '10)	-	5-10	10-15	15-20	6
85 North (2Q '11)	-	10-15	60-70	220-275	42
Sundance Trail (4Q '10)	-	-	5-10	30-50	17
Pascagoula (4Q '11)	-	1-5	1-5	20-30	11

[1]*Estimated Segment Profit generated first year of operation*

Key Points

- New pipeline infrastructure is critical
- Premier pipelines
- Stable, substantial cash flow
- Large and diverse supply
- Close proximity to LNG terminals
- Premium high growth
- Excellent investment opportunities

Q&A

2008–09 Consolidated Outlook

Don Chappel
Chief Financial Officer

Consolidated

Commodity Price Summary (2008–09)

Un-hedged Commodity Price Assumptions	2008	2009
Natural Gas:		
Basin Prices		
Average Rockies	$7.30 – $8.10	$6.60 – $8.10
Average San Juan / Mid-Continent	$7.70 – $9.00	$7.00 – $9.00
NYMEX (reference only)	$9.00 – $10.50	$8.00 – $10.50
Crude Oil to Natural Gas Ratio [1]	11.1x – 11.4x	10.0x – 11.4x
Crude Oil: WTI (reference only)	$100 – $120	$80 – $120
Average NGL Margins: ($/gallon)	$0.57 – $0.68	$0.43 – $0.71

[1] Oil = WTI and Natural Gas = Henry Hub

2008 Forecast Guidance

Dollars in millions, except per-share amounts	2008 June 25 Guidance	2008 May 1 Guidance
Reported Segment Profit Before MTM Adjust.	$3,228 - $3,778	$2,628 - $3,128
Net Interest Expense	(605) - (670)	(605) - (675)
Minority Interest & Other	(220) - (275)	(215) - (260)
Pretax Income	2,403 - 2,833	1,808 - 2,193
Provision for Income Tax	(945) - (1,075)	(710) - (855)
Income from Continuing Operations	$1,458 - $1,758	$1,098 - $1,338
Recurring Income from Continuing Operations	$1,385 - $1,685	$1,025 - $1,265
Diluted EPS – Recurring	$2.31 - $2.81	$1.71 - $2.11
Diluted EPS – Recurring After MTM Adjust. [1]	**$2.30 - $2.80**	$1.70 - $2.10

[1] Includes MTM adjustment – see slide 185 for guidance

Note: See slide 153 for commodity price assumptions

A more detailed schedule reconciling income (loss) from continuing operations to recurring income from continuing operations after mark-to-market adjustments is available at the end of this presentation.

2009 Forecast Guidance

Dollars in millions, except per-share amounts	2009 June 25 Guidance	2009 May 1 Guidance
Recurring Segment Profit Before MTM Adjust.	$2,930 - $3,830	$2,630 - $3,230
Net Interest Expense	(600) - (665)	(595) - (665)
Minority Interest & Other	(240) - (290)	(230) - (275)
Pretax Income	2,090 - 2,875	1,805 - 2,290
Provision for Income Tax	(840) - (1,115)	(705) - (890)
Recurring Income from Continuing Operations	$1,250 - $1,760	$1,100 - $1,400
Diluted EPS – Recurring	$2.08 - $2.93	$1.83 - $2.33
Diluted EPS – Recurring After MTM Adjust. [1]	**$2.05 - $2.90**	$1.80 - $2.30

[1] Includes MTM adjustment – see slide 185 for guidance

Note: See slide 153 for commodity price assumptions

A more detailed schedule reconciling income (loss) from continuing operations to recurring income from continuing operations after mark-to-market adjustments is available at the end of this presentation.

2008–09 Recurring Segment Profit

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Exploration & Production [1]	$1,350 - 1,700 *1,000 - 1,300*	$1,250 - 1,750 *1,100 - 1,400*
Midstream	1,100 - 1,300 *775 - 1,025*	1,000 - 1,400 *850 - 1,150*
Gas Pipeline	625 - 675	640 - 690
Gas Marketing [2]	(20) - 10 *(10)*	(10) - 30 *5*
Total Recurring Before MTM Adj. [3]	$3,110 - 3,660 *2,510 - 3,010*	$2,930 - 3,830 *2,630 - 3,230*
MTM Adjustment	(10)	(30)
Total Recurring After MTM Adj. [3]	$3,100 - 3,650 *2,500 - 3,000*	$2,900 - 3,800 *2,600 - 3,200*
Potential Future Projects	TBD	TBD
Gas Marketing After MTM Adj. [2]	($30) - 0 *(20)*	($40) - 0 *(25)*

Note: If guidance has changed, previous guidance from 5/1/08 is shown in italics directly below.

See slide 153 for commodity price assumptions

[1] Includes forecast legacy hedge losses totaling $59 MM in '08 and $119 MM in '09. See slide 173 for hedge details

[2] Includes losses on certain contracts related to former Power segment and excludes any gains or losses associated with the exit of legacy positions

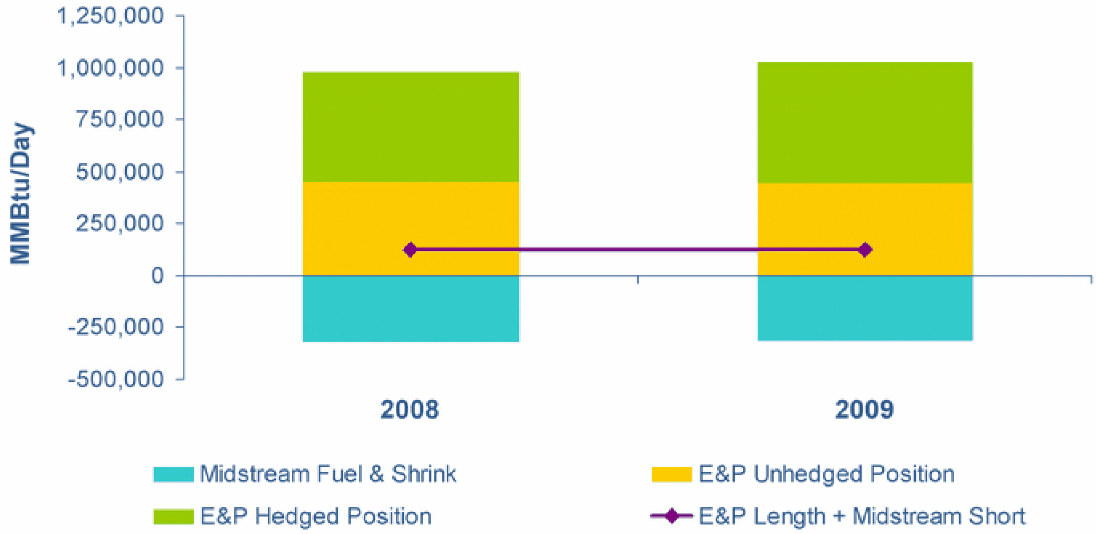
[3] Sum of the ranges for the business units does not match the consolidated total due to the offsetting effect of natural gas prices within our business units. Additionally, corporate and other is not forecast separately but is included in the total guidance.

Consolidated

Economic Natural Gas Exposure for E&P and Midstream

Williams. 100 Years of Ingenuity

2008–2009

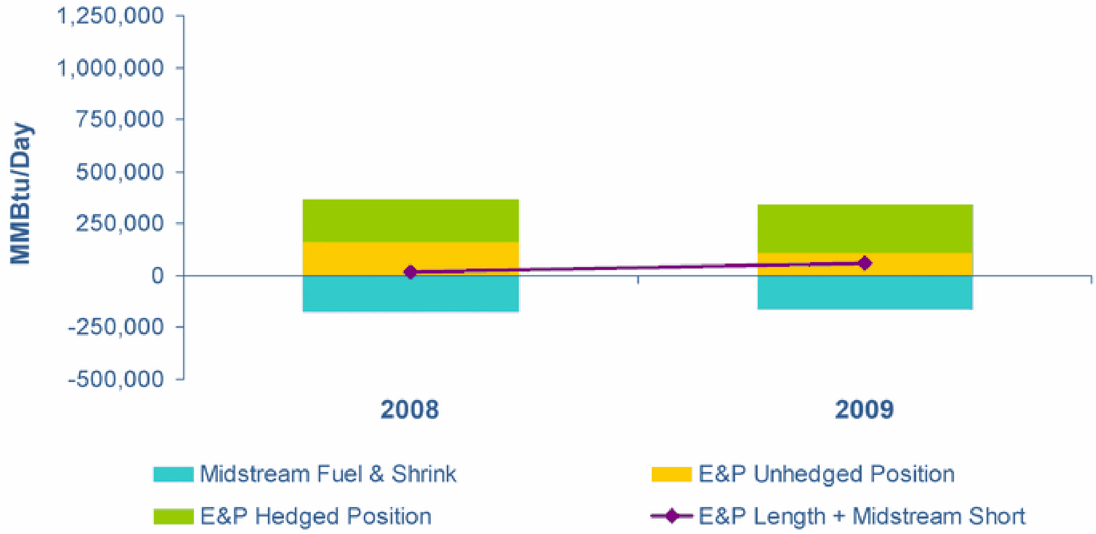


* *All values are undiscounted*
* *International E&P volumes are not included*
* *Projected E&P volumes are reduced for fuel & shrink and production taxes*
* *WPZ volumes are not included (expected Fuel & Shrink for WPZ is ~100K/day for 2008 and ~90K/day for 2009)*
* *Hedges are presented in terms of notional quantity*

Consolidated

Economic Rockies Natural Gas Exposure for E&P and Midstream

2008–2009



* *All values are undiscounted*
* *International E&P volumes are not included*
* *Projected E&P volumes are reduced for fuel & shrink and production taxes*
* *WPZ volumes are not included (expected Fuel & Shrink for WPZ is ~45K/day for 2008 and ~40K/day for 2009)*
* *Hedges are presented in terms of notional quantity*
* *E&P Gross Commodity Position is net of transportation agreements*

Consolidated

2008–09 Capital Expenditures

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Exploration & Production	$1,800 - 2,000 *1,450 - 1,650*	$1,625 - 1,825 *1,450 - 1,650*
Midstream	800 - 850 [1] *700 - 750*	600 - 650 *450 - 500*
Gas Pipeline	350 - 450 *360 - 495*	400 - 550
Other/Corporate	60 - 90 [1]	10 - 30
Total	$3,025 - 3,375 *2,600 - 2,950*	$2,625 - 3,025 *2,300 - 2,700*
Potential Future Projects	100 - 300	400 - 800
Total Potential Capital	$3,125 - 3,675	$3,025 - 3,825

Notes:

– If guidance has changed, previous guidance from 5/1/08 is shown in italics directly below

– Sum of ranges for each business line does not necessarily match total range

– Investments in additional value adding opportunities will likely cause capital to increase somewhat from guidance ranges

[1] Includes carryover from prior year due to capital spending timing differences

2008–09 Cash Flow

Dollars in millions	2008	2009
Beginning Unrestricted Cash and Equivalents	$1,234	$700
CFFO [1]	3,100 - 3,500	2,900 - 3,600
Capital Expenditures	(3,025) - (3,375)	(2,625) - (3,025)
Operating Free Cash Flow	75 - 125	275 - 575
Asset Sales - Peru	118	-
Net Proceeds from WMZ IPO (incl. shoe)	333	-
Dividends [2]	(250)	(250)
Minority Interest Payments [2]	(140) - (120)	(150) - (130)
Share Repurchases [3]	(474)	-
Other / Rounding	(96) - 34	25 - 105
Total Change in Cash	(434) - (234)	(100) - 300
Ending Unrestricted Cash and Equivalents	$800 - 1,000	$600 - 1,000
Potential Future Capital Projects [4]	(100) - (300)	(400) - (800)
Additional Share or Debt Repurchases [4]	TBD	TBD
Additional Drop-down Proceeds [4]	TBD	TBD
Ending Unrestricted Cash and Equivalents	$700	$200

Notes:

[1] *Cash flow from continuing operations.*

[2] *Calculated based upon current minority interest levels.*

[3] *Balance of $1 Billion share repurchase program. Note $526 million was repurchased in 2007 with an additional $314 million repurchased through 6/19/08.*

[4] *Potential additional value-adding investments, share or debt repurchases, and drop-downs.*

Share Repurchase Update

Shares and dollars in millions, except per-share amounts	Shares	$	$/Share*
3Q '07	7.45	$234	$31.40
4Q '07	8.45	$292	$34.56
1Q '08	3.72	$126	$33.93
4/1/08 – 6/19/08	4.92	$188	$38.20
Total	**24.53**	**$840**	**$34.23**

Note: The sum of the amounts may not equal due to rounding
**Does not include commissions*

CFO's Summary

Williams. 100 Years of Ingenuity

Great Businesses with Abundant Opportunities:

E&P

- Vast amount of growing/low-risk reserves
- Rapid organic production growth
- Attractive net back prices/low costs
- Very favorable returns on capital

Midstream

- Large scale assets in growth basins
- Tremendous organic growth opportunities
- MLP provides lower cost of capital source
- High returns on capital

Gas Pipeline

- Large scale assets in growth supply/market areas
- Low risk/attractive returns
- Cash generator – fuels other businesses growth
- MLP provides lower cost of capital source

CFO's Summary (continued)

- Focus on sustainable value creation/EVA growth
  - EPS 2007 vs. 2006: 61.7% increase, 2008 vs. 2007: 47.4% increase
  - CFFO 2007 vs. 2006: 18.4% increase, 2008 vs. 2007: 47.5% increase
  - Total Shareholder Return of 38.5% in 2007 and 7.2% y-t-d 2008
- Investment grade capital structure reduces risks & enables rapid value enhancing growth – even in difficult capital markets
- Disciplined risk management, capital management & capital allocation
- EVA based management incentive program reinforces capital discipline
- MLP's provide an attractive/lower cost source of equity capital – enabling even greater value creation
- Share repurchases with excess cash plus consistent dividend increases
- Willingness to restructure when convinced sustainable value will be created:
  - 2002/2004 asset sales
  - 2007 Power sale
  - Continuous review & willingness to act if warranted
- Bottom line – Management is excited about continuing extraordinary value creation ahead!!!

Summary

Steve Malcolm
Chairman, President & CEO

Williams – The Premier Natural Gas Investment

- Portfolio of best-in-class natural gas assets in North America
- Sustainable, organic growth opportunities abound
- Benefit from favorable commodity markets
- Growth with discipline – EVA[1] focus
- Pulling levers to create additional shareholder value

[1] Williams uses Economic Value Added® as the tool to measure its success.
EVA measures the value created by a company – specifically the financial return in a given period less the capital charge for that period.

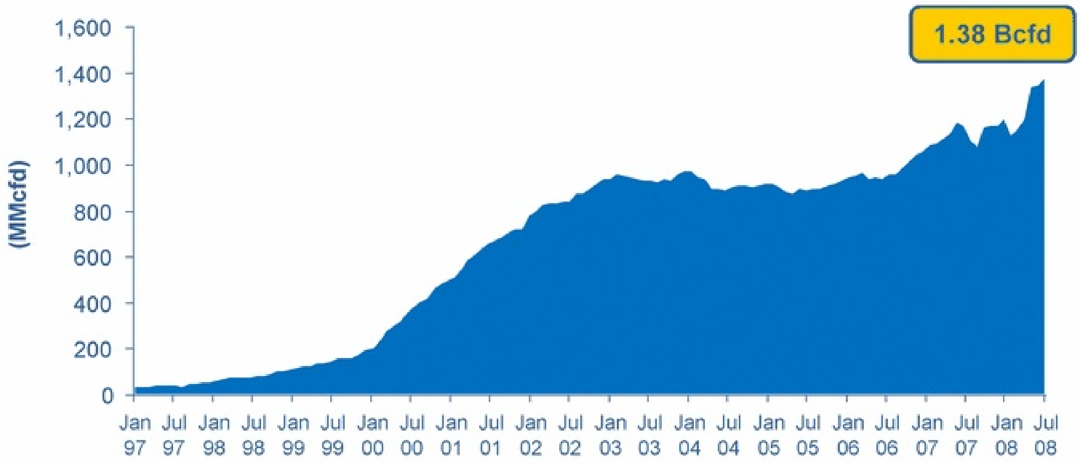
Q&A

Appendix

Exploration & Production

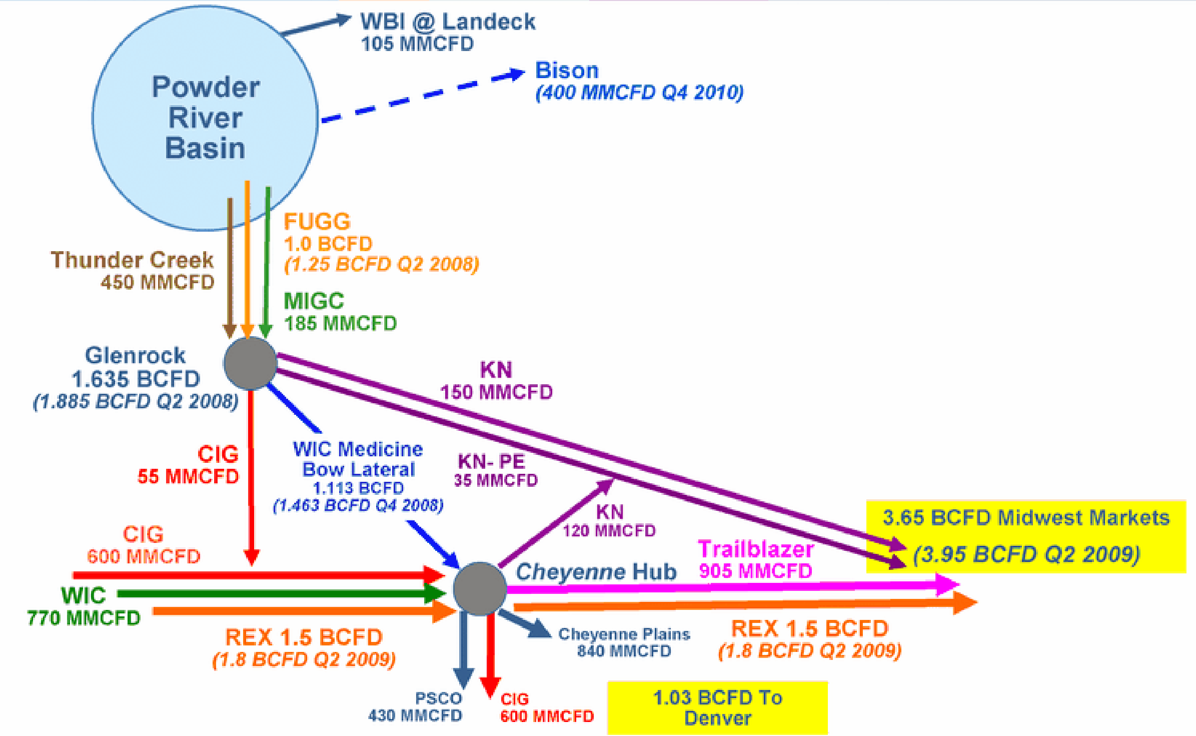
Powder River CBM Production

Total Powder River Basin CBM Production



* WOGCC Data Feb. 2008

Powder River Basin Pipeline Capacity



Piceance Highlands – Results to Date

Project Area	Wells Drilled and Completed	Average 30 Day Rate / Completed Well (MMcfed)	Expected EUR* Range (Bcfe/well)
Trail Ridge	60	1.2	1.2 – 1.8
West Grand Valley	2	1.3	1.2 – 1.8
Ryan Gulch	56	1.5	1.2 – 2.4
Allen Point	31	1.3	1.2 – 1.6

* Estimated Ultimate Recovery

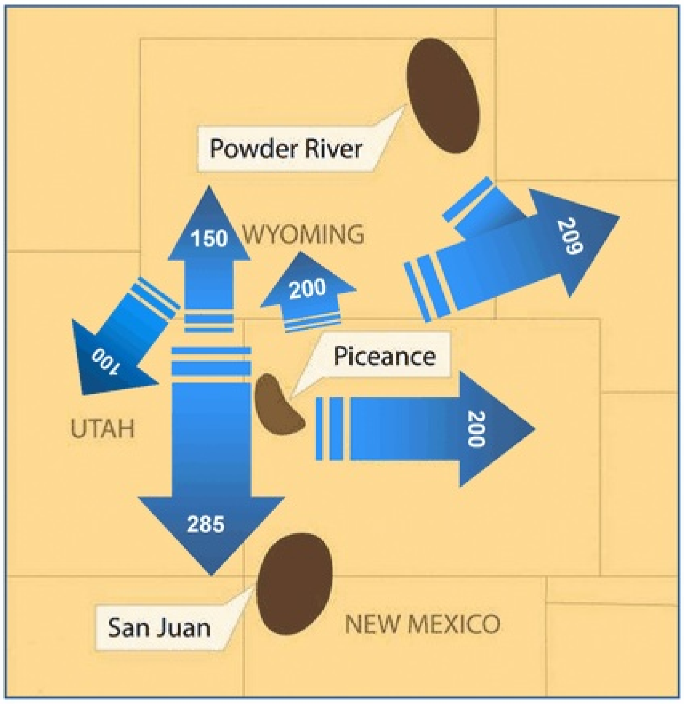
Rockies Producer Not Necessarily a Rockies Price Taker

Williams. 100 Years of Ingenuity

- Rockies price risk managed through transport and basis hedges
- Our contracted pipeline capacity moves our Rockies production to more favorable price markets

Firm Capacity Under Contract	
Wamsutter	200
East to Midcontinent	209
South to San Juan	285
So. California	100
Opal	150

Additional Firm Capacity Coming in '09	
East to Appalachia (REX)	200



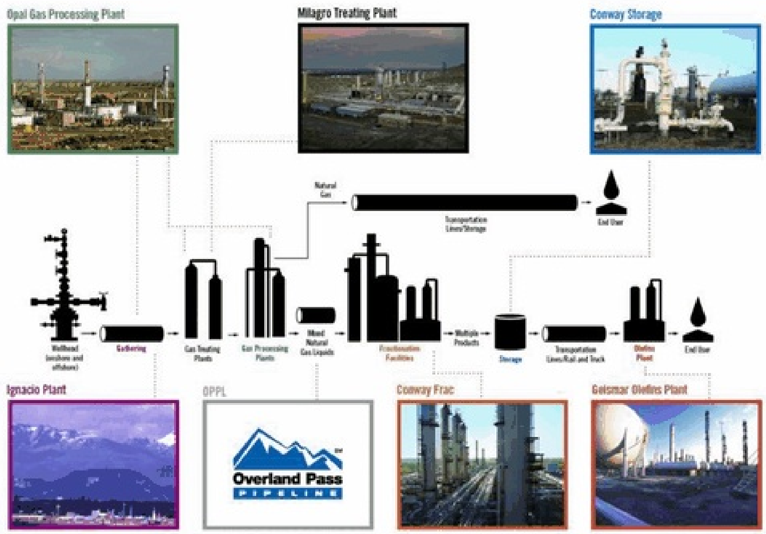
2008-09 Hedge Update

	2Q–4Q 2008	2009
Legacy Fixed Price at the Basin		
Volume (MMcf/d)	70	106
Average Price ($/Mcf)	$3.99	$3.67
At the Basin Collars		
NWPL		
Volume (MMcf/d)	160	150
Average Price ($/Mcf)	$6.08–$9.04	$6.11–$9.04
San Juan		
Volume (MMcf/d)	220	245
Average Price ($/Mcf)	$6.37–$9.00	$6.58–$9.62
Mid-Continent		
Volume (MMcf/d)	80	85
Average Price ($/Mcf)	$7.02–$9.77	$7.06–$9,76

Note: The only remaining legacy fixed price hedges are in 2010 of 70MMcfd @ $3.73

Midstream

What is Midstream's Business?



- Net Book Value + Equity Investment @12/31/07 = $3,860 MM
- 2007 Recurring Segment Profit = $1,071 MM
- 2007 Recurring Segment Profit + DD&A = $1,285 MM

How To Calculate a Frac Spread

To Calculate NGL Sales Prices

WTI Oil Price ($ / Bl)	$ 97.86	Average 1Q '08
Natural Gas at Henry Hub	$ 8.03	Average 1Q '08
Resulting Crude / Gas Ratio:	12.19	

	NGL Sales Price Relationship	Computed NGL Sales Prices	Relationship Used
Ethane	174%	$0.93	Gas and Oil
Propane	63%	$1.47	Oil
Butane	79%	$1.84	Oil
Natural Gasoline	91%	$2.12	Oil

To Calculate a NGL Frac Spread

	Shrink Cost $ / MMBtu	NGL Price / gal	NGL Barrel Composition	Btus / Gallon	Shrink Cost $ / Gallon	Composite $ / Gallon
Step 1: NGL Pricing @ Belvieu						
Ethane		$0.93	50%			
Propane		$1.47	25%			
Butane		$1.84	15%			
Natural Gasoline		$2.12	10%			
Composite Gallon Avg			100%			$1.32
Step 2: Subtract Shrink Cost						
Natural Gas at Henry Hub	$8.03					
Add/Subtract Plant Basis Spread	($0.60) Average 1Q '08					
Net Plant Shrink Cost	$7.43					
Ethane				66,369	$0.49	
Propane				91,599	$0.68	
Butane				101,688	$0.76	
Natural Gasoline				114,157	$0.85	
Composite Gallon Avg				82,753		$0.61
Mt. Belvieu - WACOG Spread						**$0.71**

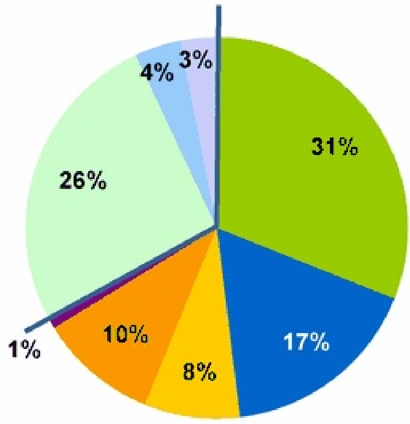
To Calculate a NGL Regional Net Liquid Margin

Mt. Belvieu - WACOG Frac Spread	$0.71
Subtract:	
Transportation & Frac Costs	$0.06
Plant Processing Fuel	$0.06
Weighted Avg. Calculated Net Liquids Margin	$0.59

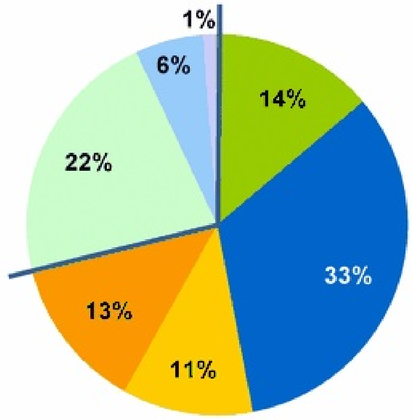
Notes:
1. Commodity pricing per published indicies and do not reflect Williams' realized prices, costs or contract structure.
2. Above calculations do not reflect the higher transit inventory impact to Williams' equity NGL sales volume and impact of Williams' NGL Forward Sales

Geographic Profile

2007 Gross Margin by Asset

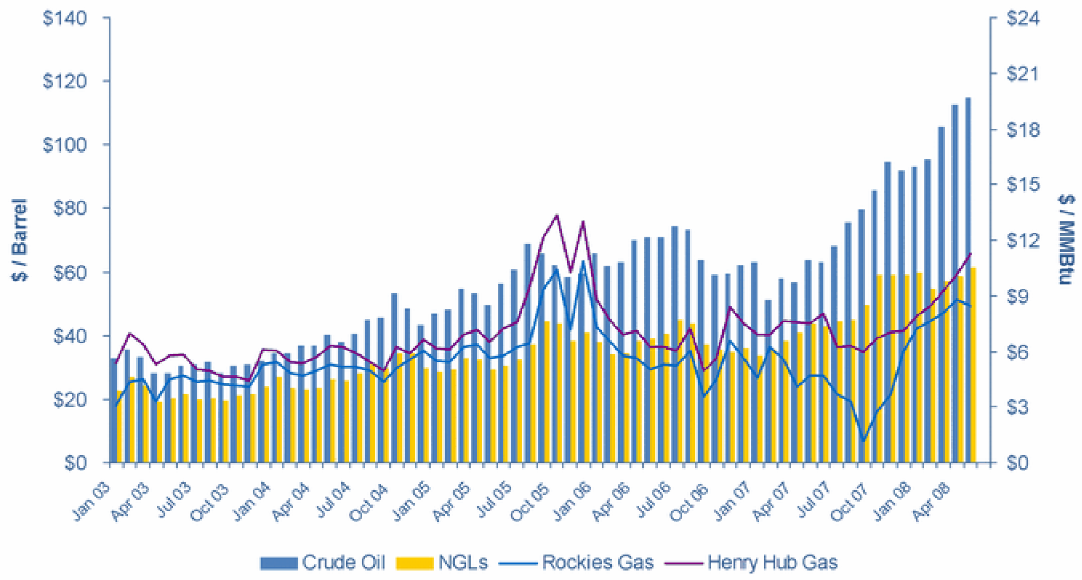


2007 Net Book Value and Equity Investments by Assets



MS West Region | MS Gulf Region | MS Other | Venezuela
WPZ West Region | WPZ Gulf Region | WPZ Conway | Olefins

Historical Commodity Prices

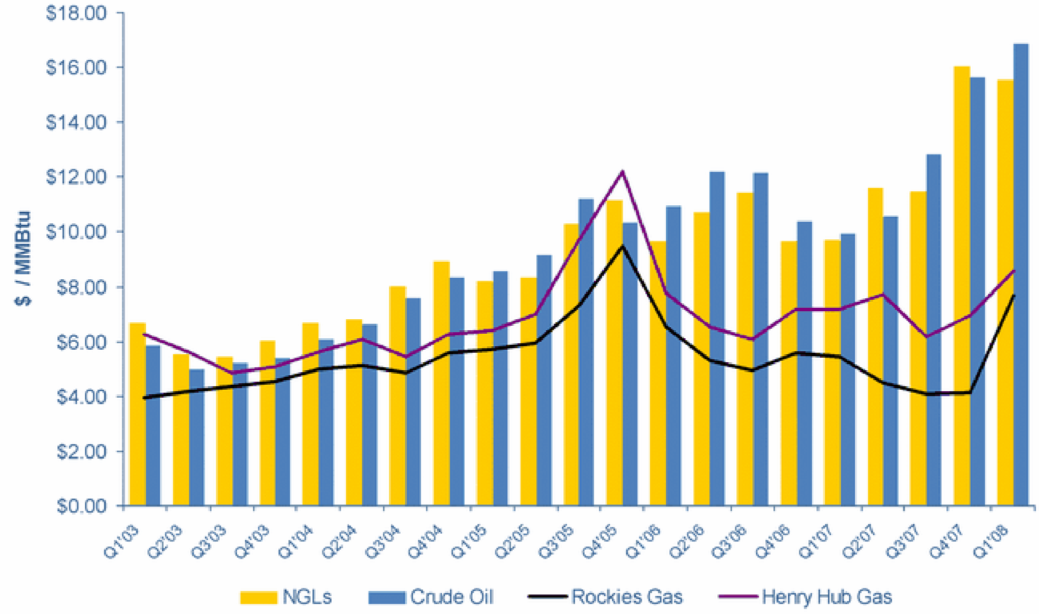


NGL Barrel Composition: Ethane 50%, Propane 25%, Butane 15%, Natural Gasoline 10%

Midstream

Historical Commodity Prices Stated in $ / MMBtu

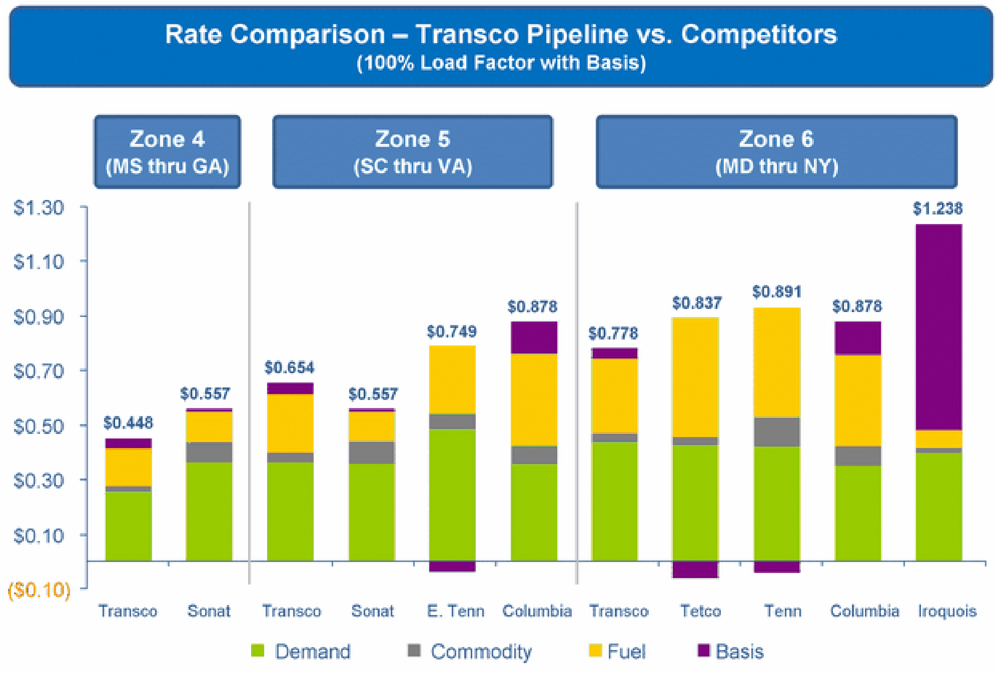
Williams. 100 Years of Ingenuity



NGL Barrel Composition: Ethane 50%, Propane 25%, Butane 15%, Natural Gasoline 10%

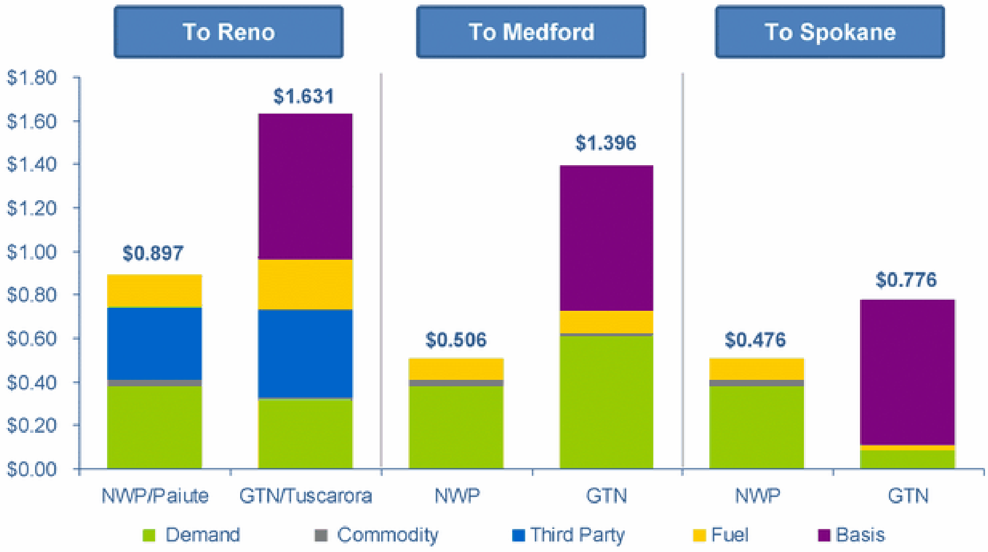
Gas Pipeline

Transco Rate Comparison



Northwest Rate Comparison

Rate Comparison – Northwest Pipeline vs. Competitors
(100% Load Factor with Basis)



2008–09 Capital Spending Detail

Williams. 100 Years of Ingenuity

Dollars in Millions

	2008	2009
Normal Maintenance/Compliance	$180 - $260	$180 - $280
Expansion + Contributions to Gulfstream	$180 - $235	$220 - $270
Total	**$360 - $495**	**$400 - $550**

Consolidated

Consolidated

2008–09 Reported Segment Profit

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Exploration & Production [3]	$1,468 - 1,818 *$1,118 - 1,418*	$1,250 - 1,750 *$1,100 - 1,400*
Midstream	1,100 - 1,300 *775 - 1,025*	1,000 - 1,400 *850 - 1,150*
Gas Pipeline	625 - 675	640 - 690
Gas Marketing [2]	(20) - 10 *(10)*	(10) - 30 *5*
Total Reported Before MTM Adj. [1]	$3,228 - 3,778 *$2,628 - 3,128*	$2,930 - 3,830 *$2,630 - 3,230*
MTM Adjustment	(10)	(30)
Total Reported After MTM Adj. [1]	$3,218 - 3,768 *$2,618 - 3,118*	$2,900 - 3,800 *$2,600 - 3,200*
Nonrecurring Items	(118)	-
Total Recurring After MTM Adj. [1]	$3,100 - 3,650 *$2,500 - 3,000*	$2,900 - 3,800 *$2,600 - 3,200*
Gas Marketing After MTM Adj. [2]	($30) - 0 *(20)*	($40) - 0 *(25)*

Note: If guidance has changed, previous guidance from 5/1/08 is shown in italics directly below.

See slide 153 for commodity price assumptions

[1] Sum of the ranges for the business units does not match the consolidated total due to the offsetting effect of natural gas prices within our business units. Additionally, corporate and other is not forecast separately but is included in the total guidance.

[2] Includes losses on certain contracts related to former Power segment and excludes any gains or losses associated with the exit of legacy positions

[3] Includes forecast legacy hedge losses totaling $59 MM in '08 and $119 MM in '09. See slide 173 for hedge details

Consolidated

2008–09 Interest Expense Forecast Guidance

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Interest on Long-Term Debt	$605 - $620	$605 - $620
Amortization Discount/Premium and other Debt Expense	25 - 35	20 - 30
Credit Facilities: (Incl. Commitment Fees Plus LC Usage)	30 - 40	20 - 30
Interest on other Liabilities	5 - 15	5 - 15
Interest Expense	$665 - $710	$650 - $695
Less: Capitalized Interest	(60) - (40)	(50) - (30)
Net Interest Expense Guidance	**$605 - $670**	**$600 - $665**

Non-GAAP Reconciliations

Non-GAAP Disclaimer

This presentation includes certain financial measures, EBITDA, recurring earnings, operating free cash flow and recurring segment profit, that are non-GAAP financial measures as defined under the rules of the Securities and Exchange Commission. EBITDA represents the sum of net income (loss), net interest expense, income taxes, depreciation and amortization of intangible assets, less income (loss) from discontinued operations. Operating free cash flow is defined as cash flow from continuing operations less capital expenditures, before dividend, minority interest or principal payments and financing transactions. Recurring earnings exclude items of income or loss that the company characterizes as unrepresentative of its ongoing operations. Recurring earnings and recurring segment profit provide investors meaningful insight into the Company's results from ongoing operations. This presentation is accompanied by a reconciliation of these non-GAAP financial measures to their nearest GAAP financial measures. Management uses these financial measures because they are widely accepted financial indicators used by investors to compare company performance. In addition, management believes that these measures provide investors an enhanced perspective of the operating performance of the Company's assets and the cash that the business is generating. Neither EBITDA nor recurring earnings, operating free cash flow and recurring segment profit are intended to represent cash flows for the period, nor are they presented as an alternative to net income or cash flow from operations. They should not be considered in isolation or as substitutes for a measure of performance prepared in accordance with United States generally accepted accounting principles.

Certain financial information in this presentation is also shown including Gas Marketing Services mark-to-market adjustments. This presentation is accompanied by a reconciliation of these non-GAAP financial measures to their nearest GAAP financial measures. Management uses the mark-to-market adjustments to better reflect Gas Marketing's results on a basis that is more consistent with Gas Marketing's portfolio cash flows and to aid investor understanding. The adjustments reverse forward unrealized mark-to-market gains or losses from derivatives and add realized gains or losses from derivatives for which mark-to-market income has been previously recognized, with the effect that the resulting adjusted segment profit is presented as if mark-to-market accounting had never been applied to designated hedges or other derivatives. The measure is limited by the fact that it does not reflect potential unrealized future losses or gains on derivative contracts. However, management compensates for this limitation since derivative assets and liabilities do reflect unrealized gains and losses of derivative contracts. Overall, management believes the mark-to-market adjustments provide an alternative measure that more closely matches realized cash flows for the Gas Marketing segment but does not substitute for actual cash flows. We also apply the mark-to-market adjustment and the recurring adjustments to present a measure referred to as recurring income from continuing operations after mark-to-market adjustments.

2008–09 Forecast EBITDA Reconciliation

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Income from Continuing Ops.	**$1,458 - 1,758**	**$1,250 - 1,760**
Net Interest	605 - 670	600 - 665
D D & A	1,230 - 1,330	1,350 - 1,450
Provision for Income Taxes	945 - 1,075	840 - 1,115
Other/Rounding	(13) - (8)	(40) - 10
EBITDA	**$4,225 - 4,825**	**$4,000 - 5,000**
MTM Adjustments	(10)	(30)
EBITDA - After MTM Adj.	**$4,215 - 4,815**	**$3,970 - 4,970**

Non-GAAP Reconciliation

2008–09 Forecast Segment Contribution

Williams. 100 Years of Ingenuity

Dollars in millions	2008	2009
Segment Profit [1]	\$3,228 - 3,778 [2]	\$2,930 - 3,830
DD&A	1,230 - 1,330	1,350 - 1,450
Segment Profit Before DDA	\$4,458 - 5,108	\$4,280 - 5,280
Minority Interest and Other	(220) - (275)	(240) - (290)
Rounding	(13) - (8)	(40) - 10
TOTAL	\$4,225 - 4,825	\$4,000 - 5,000

[1] *Segment Profit is prior to MTM adjustments*

[2] *Includes nonrecurring gain of \$118 million on sale of Peru interest*

Additionally, corporate and other is not forecast separately, but is included in the total guidance.

2008–09 Forecast Guidance Contribution

Dollars in millions, except per-share amounts	2008	2009
Income from Continuing Operations:	**$1,458 - 1,758**	**$1,250 - 1,760**
Non-Recurring Items (Pretax)	(118)	-
Less Taxes	(45)	-
Non-Recurring After Tax	(73)	-
Recurring Income from Cont. Ops	**1,385 - 1,685**	**1,250 - 1,760**
Recurring EPS	**$2.31 - $2.81**	**$2.08 - $2.93**
Mark-to-Market Adjustment (Pretax)	(10)	(30)
Less Taxes @ 39%	(4)	(12)
Mark-to-Market Adjust. After Tax	(6)	(18)
Inc. from Cont. Ops after MTM Adj.	**1,379 - 1,679**	**1,232 - 1,742**
Inc. from Cont. Ops after MTM Adj. EPS	**$2.30 - $2.80**	**$2.05 - $2.90**

The Williams Companies, Inc.