

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT UNDER THE  
 SECURITIES ACT OF 1933  
 -----

THE WILLIAMS COMPANIES, INC.  
 (Exact Name of Registrant as Specified in Its Charter)

Delaware  
 (State or Other Jurisdiction of  
 Incorporation or Organization)

73-0569878  
 (I.R.S. Employer  
 Identification No.)

One Williams Center  
 Tulsa, Oklahoma  
 (Address of Principal Executive Offices)

74172  
 (Zip Code)

-----  
 THE WILLIAMS INVESTMENT PLUS PLAN  
 (Full title of plan)  
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SUZANNE H. COSTIN, ESQ.  
 The Williams Companies, Inc.  
 One Williams Center, Tulsa, OK 74172  
 (918) 573-2000  
 (Name, address and telephone number of agent for service)  
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, (\$1 par value)	10,000,000(4)	\$23.75	\$237,500,000	\$21,850

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Estimated based on the reported New York Stock Exchange composite transactions closing price on April 1, 2002.
- (3) Estimated solely for the purpose of calculating the filing fee.
- (4) Includes a number of Rights issuable under The Williams Companies, Inc. Rights Plan equal to one-half of the number of shares registered hereunder.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are hereby incorporated by reference and made a part of this Registration Statement:

- (a) Williams' Annual Report on Form 10-K for the year ended December 31, 2001.
- (b) Williams' Current Reports on Form 8-K filed January 4, 23 and 30, February 5 and 19, March 7, 8, 13, 20, 27 and 28 and April 1, 2002.
- (c) The description of Williams' common stock, par value \$1.00 per share, contained in Williams' Registration Statement on Form S-3 filed April 4, 2002.
- (d) The Plan's Annual Report on Form 11-K for the year ended December 31, 2000.

All reports subsequently filed by Williams pursuant to Sections 13, 14 and 15(d) of the Securities Exchange Act of 1934, prior to the termination of the offering, shall be deemed to be incorporated herein by reference and to be a part hereof.

Pursuant to General Instruction E to Form S-8, the contents of Williams' Registration Statement No. 33-40979 on Form S-8 filed May 31, 1991, and Williams' Registration Statement No. 33-51549 filed December 17, 1993, are incorporated by reference herein.

ITEM 8. EXHIBITS.

- 4.1\* Williams' Restated Certificate of Incorporation, as supplemented (filed as Exhibit 3.1 to Williams' Registration Statement on Form S-3 filed April 4, 2002).
- 23.1 Consent of Ernst & Young LLP.
- 24.1 Power of Attorney.
- 24.2 Certified copy of resolution authorizing signatures pursuant to Power of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Williams certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April, 2002.

THE WILLIAMS COMPANIES, INC.  
(Registrant)

By /s/ Suzanne H. Costin  
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(Suzanne H. Costin, Attorney-in-fact)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on April 4, 2002:

SIGNATURE -----	TITLE -----
* ----- Keith E. Bailey	Chairman of the Board (Principal Executive Officer)
* ----- Jack D. McCarthy	Senior Vice President (Principal Financial Officer)
* ----- Gary R. Belitz	Controller (Principal Accounting Officer)
* ----- Hugh M. Chapman	Director
* ----- Glenn A. Cox	Director
* ----- Thomas H. Cruikshank	Director
* ----- William E. Green	Director

\* Director  
-----  
W. R. Howell

\* Director  
-----  
James C. Lewis

\* Director  
-----  
Charles M. Lillis

\* Director  
-----  
George A. Lorch

\* Director  
-----  
Frank T. MacInnis

\* Director  
-----  
Steven J. Malcolm

\* Director  
-----  
Gordon R. Parker

\* Director  
-----  
Janice D. Stoney

\* Director  
-----  
Joseph H. Williams

\*By /s/ Suzanne H. Costin  
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(Suzanne H. Costin, Attorney-in-fact)

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 4th day of April, 2002.

THE WILLIAMS INVESTMENT PLUS PLAN

By: /s/ SCOTT H. WELCH

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Scott H. Welch  
Special Benefits Counsel  
The Williams Companies, Inc.

INDEX TO EXHIBITS.

Exhibit -----	Description -----
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24.1	Power of Attorney.
24.2	Certified copy of resolution authorizing signatures pursuant to Power of Attorney.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to The Williams Investment Plus Plan of The Williams Companies, Inc. for the registration of 10,000,000 shares of The Williams Companies, Inc.'s common stock, of our reports (a) dated March 6, 2002, with respect to the consolidated financial statements and schedule of The Williams Companies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2001, and (b) dated June 22, 2001, with respect to the financial statements of The Williams Investment Plus Plan included in the Plan's Annual Report (Form 11-K) for the year ended December 31, 2000, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tulsa, Oklahoma  
March 29, 2002

THE WILLIAMS COMPANIES, INC.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned individuals, in their capacity as a director or officer, or both, as hereinafter set forth below their signature, of THE WILLIAMS COMPANIES, INC., a Delaware corporation ("Williams"), does hereby constitute and appoint WILLIAM G. VON GLAHN, SUZANNE H. COSTIN and SCOTT WELCH their true and lawful attorneys and each of them (with full power to act without the others) their true and lawful attorneys for them and in their name and in their capacity as a director or officer, or both, of Williams, as hereinafter set forth below their signature, to sign a registration statement on Form S-8 for the registration under the Securities Act of 1933, as amended, of ten million shares of Common Stock of Williams issuable pursuant to The Williams Companies, Inc. Investment Plus Plan, together with associated Preferred Stock purchase rights and Plan interests, and any and all amendments and post-effective amendments to said registration statement and any and all instruments necessary or incidental in connection therewith; and

THAT the undersigned Williams does hereby constitute and appoint WILLIAM G. VON GLAHN, SUZANNE H. COSTIN and SCOTT WELCH its true and lawful attorneys and each of them (with full power to act without the others) its true and lawful attorney for it and in its name and on its behalf to sign said registration statement and any and all amendments and post-effective amendments thereto and any and all instruments necessary or incidental in connection therewith.

Each of said attorneys shall have full power of substitution and resubstitution, and said attorneys or any of them or any substitute appointed by any of them hereunder shall have full power and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever requisite or necessary to be done in the premises, as fully to all intents and purposes as each of the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts of said attorneys or any of them or of any such substitute pursuant hereto.

IN WITNESS WHEREOF, the undersigned have executed this instrument, all as of the 14th day of November, 2001.

/s/ Keith E. Bailey

/s/ Jack D. McCarthy

-----  
Keith E. Bailey  
Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

-----  
Jack D. McCarthy  
Senior Vice President  
(Principal Financial Officer)

/s/ Gary R. Belitz

-----  
Gary R. Belitz  
Controller  
(Principal Accounting Officer)

/s/ Hugh M. Chapman

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Hugh M. Chapman  
Director

/s/ Glenn A. Cox

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Director

/s/ Thomas H. Cruikshank

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Director

/s/ William E. Green

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/s/ W. R. Howell

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/s/ James C. Lewis

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/s/ George A. Lorch

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/s/ Frank T. MacInnis

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/s/ Steven J. Malcolm

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Steven J. Malcolm  
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/s/ Gordon R. Parker

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Gordon R. Parker  
Director

/s/ Janice D. Stoney

-----  
Janice D. Stoney  
Director

/s/ Joseph H. Williams

-----  
Joseph H. Williams  
Director

THE WILLIAMS COMPANIES, INC.

By: /s/ William G. von Glahn

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William G. von Glahn  
Senior Vice President

ATTEST:

/s/ Suzanne H. Costin

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Suzanne H. Costin  
Secretary

## THE WILLIAMS COMPANIES, INC.

## SECRETARY'S CERTIFICATE

I, the undersigned, SUZANNE H. COSTIN, Secretary of THE WILLIAMS COMPANIES, INC., a Delaware corporation (hereinafter called the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company, duly convened and held on September 20, 2001, at which a quorum of said Board was present and acting throughout, the following resolutions were duly adopted:

WHEREAS on September 19, 1993, authorization was given to the officers of the Company to execute and file with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), a Registration Statement on Form S-8 and all amendments and supplements thereto, all required exhibits and documents in connection therewith, any prospectus contained therein and all amendments or supplements thereto with respect to not more than four hundred sixty-one thousand seven hundred eighty-four (461,784) shares of Common Stock, one dollar (\$1.00) par value, and associated Preferred Stock purchase rights, of the Company to be offered for sale to the employees of the Company in accordance with the terms and provisions of the Company's Investment Plus Plan and to make all such payments and to do or cause to be done all other acts and things as, in their opinion or in the opinion of any of them, may be necessary or desirable and proper in order to effect such filing or in order that such Registration Statement and any such amendment or amendments may become effective and may remain in effect as long as shall be required;

WHEREAS a Registration Statement on Form S-8 as described in the preceding recital (the "Form S-8") was filed with the SEC on December 17, 1993, and became effective shortly thereafter;

WHEREAS the officers of the Company have requested that the number of shares of Common Stock, and associated Preferred Stock purchase rights, authorized to be issued and/or sold, from time to time, under the terms and provisions of the Company's Investment Plus Plan be increased by ten million (10,000,000) shares;

NOW THEREFORE BE IT RESOLVED that authorization be, and hereby is, given for the issuance and/or sale, from time to time, of up to an additional ten million (10,000,000) shares of the Company's authorized but unissued Common Stock, one dollar (\$1.00) par value, and associated Preferred Stock purchase rights, under the terms and provisions of the Company's Investment Plus Plan (the "Plan").

RESOLVED that the officers of the Company be, and each hereby is, authorized to execute and file with the SEC under the Securities Act, an amendment or supplement to the Form S-8 or other Securities Act registration form as may be considered appropriate, and all amendments and supplements thereto, all required exhibits and documents in connection therewith, the prospectus contained therein and all amendments or supplements thereto with respect to an additional ten million (10,000,000) shares of the Company's authorized but unissued Common Stock, one dollar (\$1.00) par value, and associated Preferred Stock purchase rights, of the Company to be issued in accordance with the terms and provisions of the Plan and to make all such payments and to do or cause to be done all other acts and things as, in their opinion or in the opinion of any of them, may be necessary or desirable and proper in order to effect such filing or in order that such Form S-8 or such other Securities Act registration form as may be considered appropriate, and any such amendment or amendments may become effective and may remain in effect as long as shall be required.

RESOLVED that the form of power of attorney submitted to this meeting for use in connection with the execution and filing for and on behalf of the Company of the Form S-8 referred to in the immediately preceding resolution and any amendments or supplements thereto is hereby approved and the Chairman of the Board, the President or any Vice President of the Company be, and hereby is, authorized to execute said power of attorney in the form so presented by, for and on behalf of the Company.

RESOLVED that the officers of the Company be, and each hereby is, authorized in the name and on behalf of the Company to take any and all action which they may deem necessary or advisable in order to effect the registration or qualification (or exemption therefore) of such securities for issue, offer, sale or trade under the Blue Sky or securities laws of any state of the United States of America or elsewhere, and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorney to receive service of process and other papers and instruments which may be required under such applications, reports, consents to service of process, appointments of attorney to receive service of process and other papers and instruments which may be required under such laws and to take any and all further action which they may deem necessary or advisable in order to maintain any such registration or qualification for as long as they deem necessary or as required by law.

RESOLVED that the Chairman of the Board, the President, any Vice President, the Secretary or any Assistant Secretary of this

Company be, and they hereby are, authorized to execute and deliver on behalf of this Company applications for the listing of an additional ten million (10,000,000) shares of the Company's Common Stock reserved for issuance and/or sale under the terms of the Plan together with associated Preferred Stock purchase rights, on the New York Stock Exchange and the Pacific Stock Exchange and said officers are further authorized to take all such action and to file with such exchanges all such documents as may be necessary in order to accomplish the same.

RESOLVED that the Chairman of the Board, the President, any Vice President, the Secretary or any Assistant Secretary or any one or more of them be, and they hereby are, authorized and empowered to appear before the New York Stock Exchange and the Pacific Stock Exchange or any committees or any representatives of such exchanges with authority to present such applications for listing and to make such changes in such applications or in any amendments relative thereto and to furnish such information in connection therewith as may be necessary or advisable to conform with the requirements for the listing of such Common Stock on said New York Stock Exchange and Pacific Stock Exchange.

RESOLVED that EquiServe Trust Company, N.A., transfer agent for the Company, as agent for the transfer of certificates of the Company's Common Stock, one dollar (\$1.00) par value, be, and hereby is, authorized (1) to record, countersign and deliver to EquiServe Trust Company, N.A. as registrar, certificates for shares of Common Stock, one dollar (\$1.00) par value, of the Company to be issued as authorized under the terms of the Plan; (2) to deliver such certificates when countersigned by such registrar or co-registrar; and (3) from time to time to make transfers of certificates for such shares of Common Stock with the same authority and upon the terms and conditions as to such additional shares of Common Stock as are fully set forth in the resolutions previously adopted by the Board of Directors of the Company with respect to presently outstanding Common Stock of the Company.

RESOLVED that EquiServe Trust Company, N.A., as registrar for registration of the Company's Common Stock, one dollar (\$1.00) par value, be, and hereby is, authorized and directed to record, when presented by EquiServe Trust Company, N.A., transfer agent, of the Company's Common Stock, and register transfers of certificates for shares of the Company's Common Stock to be issued as authorized under the terms of the Plan with the same authority and upon the same terms and conditions as to such shares of Common Stock as are fully set forth in resolutions previously adopted by the Board of Directors of the Company with respect to the presently outstanding Common Stock of the Company.

RESOLVED that the officers of this Company be, and each hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents in the name and on behalf of the Company and under its corporate seal or otherwise and to pay such fees and expenses as shall be necessary, proper or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

I further certify that the foregoing resolutions have not been modified, revoked or rescinded and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of The Williams Companies, Inc. this 3rd day of April, 2002.

/s/ SUZANNE H. COSTIN

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Suzanne H. Costin  
Secretary

[SEAL]