

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): December 17, 2002  
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The Williams Companies, Inc.  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-4174 ----- (Commission File Number)	73-0569878 ----- (I.R.S. Employer Identification No.)
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One Williams Center, Tulsa, Oklahoma ----- (Address of principal executive offices)	74172 ----- (Zip Code)
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Registrant's telephone number, including area code: 918/573-2000  
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Not Applicable  
(Former name or former address, if changed since last report)

Item 9. Regulation FD Disclosure.

The Williams Companies, Inc. wishes to disclose for Regulation FD purposes its press releases dated December 17, 2002 and December 19, 2002, filed herewith as Exhibits 99.1 and 99.2.

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: December 19, 2002

/s/ Brian K. Shore

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Name: Brian K. Shore  
Title: Corporate Secretary

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Copy of Williams' press release dated December 17, 2002.
99.2	Copy of Williams' press release dated December 19, 2002.

NEWSRELEASE

[WILLIAM'S LOGO]

NYSE: WMB

LEADING ENERGY SOLUTIONS(SM)

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DATE: Dec. 17, 2002

CONTACT:	Brad Church Williams (media relations) (918) 573-3332 brad.church@williams.com	Travis Campbell Williams (investor relations) (918) 573-2944 travis.campbell@williams.com	Richard George Williams (investor relations) (918) 573-3679 richard.george@williams.com
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## WILLIAMS CHIEF FINANCIAL OFFICER TO RETIRE

TULSA, Okla. -- Williams (NYSE:WMB) today announced that its chief financial officer Jack McCarthy, 59, will retire at year-end.

McCarthy will provide the company with consulting services to assist in the transition of a few critical areas. He served the past 10 of his 16 years with Williams in the chief financial officer position.

"Jack has made significant contributions to the company during his tenure and we wish him well in his retirement," said Steve Malcolm, chairman, president and chief executive officer. "We are taking steps to ensure a smooth transition of this important role in our company."

Williams expects in the first quarter to name its new chief financial officer. The company's selection process will identify and evaluate candidates both within Williams and outside.

The company's controller and chief accounting officer Gary Belitz will be the interim successor to McCarthy. Belitz, 53, will continue in his current role as well as serve as acting chief financial officer. He joined Williams in 1985 and has served 10 years in his current position.

## ABOUT WILLIAMS (NYSE: WMB)

Williams moves, manages and markets a variety of energy products, including natural gas, liquid hydrocarbons, petroleum and electricity. Based in Tulsa, Okla., Williams' operations span the energy value chain from wellhead to burner tip. Company information is available at [www.williams.com](http://www.williams.com).

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Portions of this document may constitute "forward-looking statements" as defined by federal law. Although 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.

NEWSRELEASE

NYSE: WMB

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DATE: Dec. 19, 2002

CONTACT:	Kelly Swan Williams (media relations) (918) 573-6932 kelly.swan@williams.com	Travis Campbell Williams (investor relations) (918) 573-2944 travis.campbell@williams.com	Richard George Williams (investor relations) (918) 573-3679 richard.george@williams.com
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COMPANY CORRECTS STATEMENTS IN MEDIA REPORT

TULSA, Okla. - Williams (NYSE:WMB) today corrected statements about stock-option loan forgiveness that were contained in a media report regarding the retirement of a company executive.

The company's bylaws do not address the issue of stock-option loan forgiveness.

Beginning Nov. 14, 2001, Williams ceased issuing stock-option loans to employees. The stock-option loan of Chief Financial Officer Jack McCarthy, whose year-end retirement was announced on Tuesday, is due on Dec. 31, 2005.

As a matter of standard practice, the company has entered into a settlement and retention agreement with McCarthy under which he will receive a separation payment. The \$847,000 payment, net of taxes, will be applied to McCarthy's outstanding stock-option loans. The company will file the agreement with the Securities and Exchange Commission at a later date.

Following retirement, McCarthy will provide consulting services to the company to transition a few critical areas. The company said it plans to name his successor in the first quarter. In the interim, Controller and Chief Accounting Officer Gary Belitz will add to his duties the role of acting chief financial officer.

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