

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ARMSTRONG ALAN S</u> (Last) (First) (Middle) ONE WILLIAMS CENTER (Street) TULSA OK 74172 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIAMS COMPANIES INC [WMB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Sr. Vice President - Midstream
	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2005	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/2005		M		1,178	A	\$12.2216	89,137	D	
Common Stock	09/14/2005		M		137	A	\$12.2216	89,274	D	
Common Stock	09/14/2005		S		137	D	\$23.04	89,137	D	
Common Stock	09/14/2005		M		2,500	A	\$12.2216	91,637	D	
Common Stock	09/14/2005		S		2,500	D	\$23.04	89,137	D	
Common Stock	09/14/2005		M		2,500	A	\$12.2216	91,637	D	
Common Stock	09/14/2005		S		2,500	D	\$23.04	89,137	D	
Common Stock	09/14/2005		M		137	A	\$12.2216	89,274	D	
Common Stock	09/14/2005		S		137	D	\$23.04	89,137	D	
Common Stock	09/14/2005		M		137	D	\$12.2216	89,000	D	
Common Stock	09/14/2005		S		137	A	\$23.04	89,137	D	
Common Stock	09/14/2005		M		2,500	D	\$12.2216	86,637	D	
Common Stock	09/14/2005		S		2,500	A	\$23.04	89,137	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Williams Stock Option	\$12.22	09/14/2005		M			1,178	11/24/1995	11/16/2005	Williams Cos. Inc.	1,178	\$12.2216	285,809	D	
Williams Stock Option	\$12.22	09/14/2005		M			137	11/24/1995	11/16/2005	Williams Cos. Inc.	137	\$12.2216	285,672	D	
Williams Stock Option	\$12.22	09/14/2005		M			2,500	11/24/1995	11/16/2005	Williams Cos. Inc.	2,500	\$12.2216	283,172	D	
Williams Stock Option	\$12.22	09/14/2005		M			2,500	11/24/1995	11/16/2005	Williams Cos. Inc.	2,500	\$12.2216	280,672	D	
Williams Stock Option	\$12.22	09/14/2005		M			137	11/24/1995	11/16/2005	Williams Cos. Inc.	137	\$12.2216	280,535	D	
Williams Stock Option	\$12.22	09/14/2005		M			137	11/24/1995	11/16/2005	Williams Cos. Inc.	137	\$12.2216	280,672	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Williams Stock Option	\$12.22	09/14/2005		M		2,500		11/24/1995	11/16/2005	Williams Cos. Inc.	2,500	\$12.2216	283,172	D	

Explanation of Responses:

Remarks:

/s/ Brian K. Shore, as Attorney-
in-Fact for Alan S. Armstrong 09/16/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.