

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
(Rule 14d-100)  
Tender Offer Statement Under Section 14(d)(1)  
or Section 13(e)(1) of the Securities Exchange Act of 1934  
(Amendment No. 3)

BARRETT RESOURCES CORPORATION  
(Name of Subject Company (Issuer))

RESOURCES ACQUISITION CORP.  
a wholly owned subsidiary of  
THE WILLIAMS COMPANIES, INC.  
(Names of Filing Persons (Offerors))

Common Stock, Par Value \$.01 Per Share  
(Including the associated Preferred Stock Purchase Rights)  
(Title of Class of Securities)

068480201  
(CUSIP Number of Class of Securities)

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

(Name, address and telephone number of  
person authorized to receive notices  
and communications on behalf of filing persons)  
With a copy to:

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

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,221,326,646	\$244,265

- \* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 16,730,502 shares of the outstanding Common Stock, par value \$0.01 per share, at a price per Share of \$73.00 in cash. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.
- \*\* The filing fee was paid on May 14, 2001.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: None Filing party: N/A  
Form or Registration No.: N/A Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which

the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 3 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on May 14, 2001, relates to the offer by Resources Acquisition Corp. ("Purchaser"), a Delaware corporation and a wholly-owned subsidiary of The Williams Companies, Inc., a Delaware corporation ("Williams"), to purchase 16,730,502 shares of the common stock, par value \$0.01 per share (including the associated preferred stock purchase rights, the "Shares") of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"), at \$73.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase and the accompanying Letter of Transmittal, each dated May 14, 2001, of Purchaser previously filed as exhibits (a)(1) and (a)(2), respectively, to the Schedule TO.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The subsection entitled "Legal Matters; Required Regulatory Approvals" of the Offer to Purchase is hereby amended and supplemented with the following information:

On May 30, 2001 the Federal Trade Commission notified Williams and Purchaser that their request for early termination of the waiting period under the HSR Act in connection with the Offer was granted.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by including the following information:

- (a)(11) Press Release issued by Williams on May 30, 2001.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RESOURCES ACQUISITION CORP.

By: /s/ Ralph A. Hill

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Name: Ralph A. Hill  
Title: Senior Vice President

THE WILLIAMS COMPANIES, INC.

By: /s/ Keith E. Bailey

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

Dated: May 31, 2001

News Release

NYSE:WMB

Date: May 30, 2001

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Williams Granted Early Termination of Hart-Scott-Rodino  
Waiting Period for Barrett Tender Offer

TULSA, Okla. -- Williams (NYSE:WMB) announced today it has been granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, thereby satisfying one of the conditions to Williams proposed acquisition of Barrett Resources (NYSE:BRR).

Williams and Barrett Resources entered into a merger agreement on May 7, 2001. Under the terms of the agreement, Williams commenced a cash tender offer to purchase 16,730,502 shares of Barrett Resources common stock at \$73 per share net in cash. The tender offer is scheduled to expire at midnight Eastern time on Monday, June 11, 2001. Completion of the tender offer is subject to satisfaction of certain conditions, including tenders of a minimum of 50 percent (16,730,502 shares) of Barrett Resources common stock.

Subject to the satisfaction of certain conditions, the tender offer will be followed by a second-step merger in which each remaining share of Barrett Resources common stock (other than shares held by Williams or its subsidiaries) would be exchanged for 1.767 shares of Williams common stock. Williams expects to complete the approximately \$2.8 billion transaction during the third quarter of 2001.

Additional Information

This news release is being filed pursuant to Rule 425 under the Securities Act of 1933. It does not constitute an offer of sale of securities. Shareholders of Barrett and other investors are urged to read the tender offer materials and, when available, the proxy statement/prospectus that will be included in the registration statement on Form S-4 to be filed by Williams in connection with the second-step merger. These materials will contain important information about Barrett, Williams, the merger, the people soliciting proxies relating to the merger, their interests in the merger and related matters.

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

available, and these other documents may also be obtained from Williams by directing a request through the investor relations portion of Williams' website at [www.williams.com](http://www.williams.com) or by mail to Williams, One Williams Center, 50th Floor, Tulsa, Okla., 74172, Attention: Investor Relations, Telephone: (800) 600-3782.

About Williams (NYSE: WMB)

Williams, through its subsidiaries, connects businesses to energy, delivering innovative, reliable products and services. Williams information is available at [www.williams.com](http://www.williams.com).

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