

ACCESS MIDSTREAM PARTNERS LP

Form 4

February 21, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS COMPANIES INC

2. Issuer Name **and** Ticker or Trading
Symbol
**ACCESS MIDSTREAM
PARTNERS LP [ACMP]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2013

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

TULSA, OK 74172

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common units representing limited partner interests	08/15/2013		C	34,538,061	A	\$ 0 (1)	34,538,061 D
Common units representing limited partner interests	02/19/2014		C	5,599,634	A	\$ 0 (2)	40,137,695 D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount Owned
Subordinated units representing limited partner interests	\$ 0 ⁽¹⁾	08/15/2013		C	34,538,061	⁽¹⁾ ⁽¹⁾	Common Units	34,538,061
Subordinated C units representing limited partner interests	\$ 0 ⁽²⁾	02/19/2014		C	5,599,634	⁽²⁾ ⁽²⁾	Common Units	5,599,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		

Signatures

/s/ Sarah C. Miller, Corporate
Secretary

02/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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The 34,538,061 Subordinated Units converted into common units on a one-for-one basis for no additional consideration on August 15, 2013 upon the expiration of the Subordination Period, as defined in the First Amended and Restated Agreement of Limited Partnership of the Issuer, as amended (the "Partnership Agreement") and other circumstances noted in the Partnership Agreement. Following the conversion of the Subordinated Units, The Williams Companies, Inc. ("Williams") directly beneficially owned 34,538,061 common units.

- (2) The 5,599,634 Subordinated C Units converted into common units on a one-for-one basis for no additional consideration on February 19, 2014, at Williams' option, on the terms set forth in the Partnership Agreement. Following the conversion of the Subordinated C Units, Williams directly owns 40,137,695 common units.

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

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