

CHAPPEL DONALD R
Form 4/A
September 28, 2017

FORM 4

UNITED 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAPPEL DONALD R

2. Issuer Name **and** Ticker or Trading
Symbol
WILLIAMS COMPANIES INC
[WMB]

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)
02/24/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. Vice President & CFO

TULSA, OK 74172

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/28/2017

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Stock <u>(1)</u> <u>(2)</u>	02/24/2017		M	19,838 A	\$ 23.04	330,829	D
Common Stock <u>(1)</u> <u>(2)</u>	02/24/2017		M	19,838 A	\$ 23.04	350,667	D
Common Stock <u>(1)</u> <u>(2)</u>	02/24/2017		M	19,839 A	\$ 23.04	370,506	D
Common Stock <u>(1)</u>	02/24/2017		F	52,436 D	\$ 27.97	318,070	D
Common Stock <u>(1)</u> <u>(3)</u>	02/24/2017		M	20,110 A	\$ 0	338,180	D

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Common Stock ⁽¹⁾ 02/24/2017 F 6,060 D \$ 27.97 332,120 D

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾	\$ 23.04	02/24/2017		M	19,838	02/25/2009 02/26/2017	Common Stock 19,838
Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾	\$ 23.04	02/24/2017		M	19,838	02/25/2010 02/26/2017	Common Stock 19,838
Stock Option (Right to Buy) ⁽¹⁾ ⁽²⁾	\$ 23.04	02/24/2017		M	19,839	02/25/2011 02/26/2017	Common Stock 19,839
Restricted Stock Units ⁽¹⁾ ⁽³⁾	\$ 0	02/24/2017		M	20,110	02/24/2017 02/24/2017	Common Stock 20,110

Reporting Owners

Reporting Owner Name / Address	Relationships
CHAPPEL DONALD R ONE WILLIAMS CENTER TULSA, OK 74172	Director 10% Owner Officer Other Sr. Vice President & CFO

Signatures

Cher S. Lawrence,
Attorney-in-fact

09/28/2017

__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) This filing amends and replaces that certain Form 4 filed on February 28, 2017. The February 28, 2017 filing was made in error, and was duplicative of a previous filing.
- (2) Transactions were automatically effected pursuant to issuer plan which prevents expiration of in-the-money stock option grants.
- (3) Payout of Restricted Stock Units, in a transaction exempt under Rules 16-3(d) and 16b-6(b), of shares of common stock awarded under The Williams Companies, Inc. 2007 Incentive Plan of which a portion of the shares were withheld for taxes.

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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