

ARMSTRONG ALAN S
Form 4
February 26, 2019

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARMSTRONG ALAN S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2019

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)
			Code	V	Amount or Price		
Common Stock	02/22/2019		M		32,862 A \$ 8.85	620,963	D
Common Stock	02/22/2019		M		32,863 A \$ 8.85	653,826	D
Common Stock	02/22/2019		M		32,862 A \$ 8.85	686,688	D
Common Stock	02/22/2019		F		56,108 D \$ 27.11	630,580	D
Common Stock ⁽¹⁾	02/22/2019		M		43,725 ₍₂₎ A \$ 0	674,305	D

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Common Stock	02/22/2019	F	13,393	D	\$ 27.11	660,912	D	
Common Stock <u>(1)</u>	02/22/2019	M	57,546	A	\$ 0	718,458	D	
Common Stock	02/22/2019	F	24,261	D	\$ 27.11	694,197	D	
Common Stock						34,264	I	By trust

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
Employee Options (Right to Buy)	\$ 8.85	02/22/2019		M	32,862	02/23/2010	02/23/2019	Common Stock	32,862
Employee Options (Right to Buy)	\$ 8.85	02/22/2019		M	32,863	02/23/2011	02/23/2019	Common Stock	32,863
Employee Options (Right to Buy)	\$ 8.85	02/22/2019		M	32,862	02/23/2012	02/23/2019	Common Stock	32,862
Restricted Stock Units <u>(1)</u>	\$ 0	02/22/2019		M	43,725 <u>(2)</u>	02/22/2019	02/22/2019	Common Stock	43,725
Restricted Stock Units <u>(1)</u>	\$ 0	02/22/2019		M	57,546	02/22/2019	02/22/2019	Common Stock	57,546

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG ALAN S ONE WILLIAMS CENTER TULSA, OK 74172	X		President & CEO	

Signatures

Cher S. Lawrence,
Attorney-in-Fact

02/26/2019

 **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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-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.
- (2) Represents an adjustment to the restricted stock units awarded pursuant to the 2016 performance-based RSU grant agreement resulting from performance less than target.

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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