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SHERWIN V Form 4 January 09, 2	WILLIAMS CO 2007										
FORN Check th	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287	
if no long subject to Section 1 Form 4 o Form 5 obligation	6. Filed pu	rsuant to S	SECUR 6(a) of th	ITIES e Securit	ies E	Exchang	NERSHIP OF e Act of 1934, 1935 or Section	Expires: Estimated a burden hou response			
may cont <i>See</i> Instru 1(b).	inue.			vestment	•	· ·	•				
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> MCCULLOUGH GARY E			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		VIN WILI		CO [\$	SHW]	(Check all applicable)					
(3. Date of Earliest Transaction (Month/Day/Year) 01/05/2007					X_ Director 10% Owner Officer (give title Other (specify below) below)			
				mendment, Date Original Aonth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLUMBU	IS, OH 43215							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Transaction Date 2A. Deemed Aonth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/05/2007			Code V $A^{(1)}$	Amount 307	(D) A	Price \$ 61.58	(Instr. 3 and 4) 8,099.09 (2)	I	Deferred Plan	
Common Stock								4,796.244 <u>(3)</u> (4)	D		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title Derivat Securit <u></u> (Instr. 3	tive Convers y or Exerc	cise ive	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCCULLOUGH GARY E 625 CLEVELAND AVENUE COLUMBUS, OH 43215	Х						
Signatures							
Louis E. Stellato, Attorney-in-fact	C	01/09/2007					

**Signature of Reporting Person

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).

Date

- (1) Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; Reporting Person has the right to direct the vote for such shares.
- (2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such Plan.
- (3) Of shares listed, 3,000 are restricted.
- (4) Includes shares acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.