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BARRETT RESOURCES CORP
Form SC 13D/A
July 09, 2001

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

BARRETT RESOURCES CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per
Share (including the associated preferred
stock purchase rights)

(Title of Class and Securities)

068480201

(CUSIP Number)

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

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

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 3, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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SCHEDULE 13D

CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
The Williams Companies, Inc.
IRS Id. No: 73-0569878

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a) ()
 (b) ()

3. SEC USE ONLY

4. SOURCE OF FUNDS*
BK

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ()

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 16,730,502
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 16,730,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,730,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES ()

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

50.0%(1)

14. TYPE OF REPORTING PERSON
CO

1 Based on the 33,479,127 shares issued and outstanding as of the close of business on July 2, 2001.

SCHEDULE 13D

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CUSIP No. 068480201

1. NAMES OF REPORTING PERSONS/
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Resources Acquisition Corp.
IRS Id. No: 73-1613076

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a) ()
 (b) ()

3. SEC USE ONLY

4. SOURCE OF FUNDS*
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ()

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER
	0
	8. SHARED VOTING POWER
	16,730,502
	9. SOLE DISPOSITIVE POWER
0	
	10. SHARED DISPOSITIVE POWER
	16,730,502

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,730,502

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES ()

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
50.0%(1)

14. TYPE OF REPORTING PERSON
CO

1 Based on the 33,479,127 shares issued and outstanding as of the close of business on July 2, 2001.

The Williams Companies, Inc., a Delaware corporation ("Williams"), and Resources Acquisition Corp., a Delaware corporation and a wholly-owned

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subsidiary of Williams ("Purchaser" and together with Williams, the "Reporting Persons"), hereby file this Amendment No. 1 (this "Amendment No. 1") to amend and supplement the Statement on Schedule 13D originally filed on June 15, 2001 by the Reporting Persons (the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$.01 per Share (including the associated preferred stock purchase rights), of Barrett Resources Corporation, a Delaware corporation ("Barrett Resources"). The Schedule 13D was originally filed as the Final Amendment to the Schedule TO with respect to the Reporting Persons' Schedule TO with respect to the Shares acquired by Purchaser in a tender offer completed on June 11, 2001. Capitalized terms used but not described herein shall have the meanings ascribed thereto in the Schedule 13D. The Schedule 13D is hereby amended and supplemented by this Amendment No. 1.

ITEM 4. PURPOSE OF THE TRANSACTION

The response to Item 4 of the Schedule 13D is hereby amended and supplemented to add the following:

On July 3, 2001, Williams and Barrett Resources issued a joint press release announcing that the registration statement on Form S-4, which Williams filed on June 15, 2001 with the Securities and Exchange Commission in connection with Williams' proposed merger with Barrett Resources pursuant to the Agreement and Plan of Merger dated as of May 7, 2001, by and among Williams, Purchaser and Barrett Resources, became effective on July 2, 2001. A special meeting of Barrett Resources' stockholders to approve the merger will be held at the Westin Hotel-Tabor Center, 1672 Lawrence Street, Denver, Colorado on Thursday, August 2, 2001 at 9:00 a.m. Denver time. The joint press release issued by Williams and Barrett Resources on July 3, 2001 is filed as Exhibit 99.1 to this Amendment No.1 and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by adding the following document as an exhibit:

Exhibit 99.1 Joint Press Release issued by Williams and Barrett Resources on July 3, 2001.

SIGNATURE

After reasonable 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

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: July 9, 2001

INDEX TO EXHIBITS

Exhibit No.	Description
Exhibit 99.1	Joint Press Release issued by Williams and Barrett Resources on July 3, 2001.