

WILLIAMS COMPANIES INC
Form 8-K
June 27, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 27, 2011
The Williams Companies, Inc.
(Exact name of registrant as specified in its charter)**

Delaware	1-4174	73-0569878
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Williams Center, Tulsa, Oklahoma	74172
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: <u>918/573-2000</u>	
Not Applicable	
(Former name or former address, if changed since last report)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

In response to that certain letter dated June 26, 2011, sent by Sullivan & Cromwell LLP on behalf of the Special Committee of the Board of Directors of Southern Union Company, on June 27, 2011, The Williams Companies, Inc. provided clarification of the terms and conditions of its proposal to acquire Southern Union Company.

The information is being furnished pursuant to Item 7.01, Regulation FD Disclosure. The information being furnished and in the attached Exhibit 99.1 is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 8.01. Other Events

To the extent required, the information included in Item 7.01 of this Form 8-K is hereby incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Clarification Letter to Sullivan & Cromwell LLP from The Williams Companies, Inc., dated June 27, 2011.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Williams has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE WILLIAMS COMPANIES, INC.

Date: June 27, 2011

By: La Fleur C. Browne
Assistant General Counsel and
Corporate Secretary

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
Exhibit 99.1	Clarification Letter to Sullivan & Cromwell LLP from The Williams Companies, Inc., dated June 27, 2011.