

WILLIAMS COMPANIES INC  
Form 8-K  
September 03, 2004

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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):

September 3, 2004

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

1-4174

(Commission  
File Number)

73-0569878

(I.R.S. Employer  
Identification No.)

One Williams Center, Tulsa, OK

(Address of principal executive offices)

74172

(Zip Code)

Registrant's telephone number, including area code

918-573-2000

Not Applicable

Former name or former address, if changed since last report

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**Top of the Form**

**Item 7.01. Regulation FD Disclosure.**

On September 3, 2004, The Williams Companies, Inc. ("Williams") announced the expiration, as of 5:00 p.m. Eastern on September 2, 2004, of its cash tender offer and related consent solicitation relating to its 8 5/8 percent Senior Notes due 2010.

As of the expiration of the tender offer, approximately \$793 million aggregate principal amount of notes, or approximately 99 percent, were validly tendered.

Williams has accepted for payment all notes validly tendered and not validly withdrawn pursuant to the tender offer.

In conjunction with the tendered notes and related consents, Williams paid premiums of approximately \$135 million. As a result of the premiums, as well as related fees and expenses, Williams expects to record a pre-tax charge to earnings of approximately \$155 million in the third quarter.

A copy of the press release announcing the same is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

**Item 9.01. Financial Statements and Exhibits.**

- a) None
- b) None
- c) Exhibits

Exhibit 99.1 Copy of press release dated September 3, 2004, publicly reporting the matters discussed herein, furnished pursuant to Item 7.01.

The information in this Form 8-K and Exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any such filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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**Top of the Form**

**SIGNATURES**

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

The Williams Companies, Inc.  
(Registrant)

*September 3, 2004*

By: *Brian K. Shore*

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*Name: Brian K. Shore*  
*Title: Secretary*

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**Top of the Form**

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release dated September 3, 2004