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WILLIAMS COMPANIES INC
Form 8-K
April 21, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): APRIL 18, 2003

THE WILLIAMS COMPANIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHAPTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION)	1-4174 (COMMISSION FILE NUMBER)	73-0569878 (IRS EMPLOYER IDENTIFICATION NO.)
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ONE WILLIAMS CENTER, TULSA, OKLAHOMA (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	74172 (ZIP CODE)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: 918/573-2000

NOT APPLICABLE
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 5. OTHER EVENTS.

The Williams Companies, Inc. ("Williams") has agreed to sell its indirect 54.6% ownership interest in Williams Energy Partners L.P. ("WEG") to WEG Acquisitions, L.P., a newly formed entity owned equally by Madison Dearborn Partners, LLC and Carlyle/Riverstone Global Energy and Power Fund II, L.P. (the "Buyer").

A copy of the definitive purchase agreement relating to the sale is attached as Exhibit 99.1 hereto, and a form of new omnibus agreement to be entered into by Williams, two of its subsidiaries and the Buyer under which those parties have agreed to provide certain benefits to WEG is attached as Exhibit 99.2 hereto.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Williams files the following exhibits as part of this report:

- Exhibit 99.1 Purchase Agreement, dated April 18, 2003, by and among, Williams Energy Services, LLC ("WES"), Williams Natural Gas Liquids, Inc. ("WNGL"), Williams GP LLC and Buyer.
- Exhibit 99.2 Form of New Omnibus Agreement by and between Williams, WES, WNGL and Buyer.

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ITEM 9. REGULATION FD DISCLOSURE.

Williams wishes to disclose for Regulation FD purposes the press release dated April 21, 2003, furnished herewith as Exhibit 99.3.

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: April 21, 2003

/s/ BRIAN K. SHORE

Name: Brian K. Shore
Title: Corporate Secretary

INDEX TO EXHIBITS

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- 99.2 Form of New Omnibus Agreement, by and between Williams, WES, WNGL and Buyer.
- 99.3 Press Release dated April 21, 2003 publicly announcing the matters reported herein.