

WILLIAMS COMPANIES INC  
Form 8-K  
August 17, 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): August 16, 2011**

**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.)

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**One Williams Center, Tulsa, Oklahoma**  
(Address of Principal Executive Offices)

**Registrant's Telephone Number, Including Area Code: 918/573-2000**

**74172**  
(Zip Code)

Check the appropriate box below if the Form 8-K 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))

**Item 8.01. Other Events**

On August 16, 2011, The Williams Companies, Inc. (the Company ) confirmed that it remains willing to acquire all of the outstanding common stock of Southern Union Company ( Southern Union ) for \$44.00 per share in cash. The Company conveyed its acquisition proposal via a letter to the Special Committee of the Board of Directors of Southern Union.

Attached hereto as Exhibit 99.1 and incorporated herein by reference is the press release issued by the Company today in connection with the acquisition proposal.

Attached hereto as Exhibit 99.2 and incorporated herein by reference is the form of merger agreement delivered by the Company to Southern Union today in connection with the acquisition proposal (the Proposed Merger Agreement ).

Attached hereto as Exhibit 99.3 and incorporated herein by reference is a blackline version of the Proposed Merger Agreement that shows the updates made to the form of merger agreement delivered by the Company to Southern Union in connection with the Company s July 14, 2011 acquisition proposal.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of The Williams Companies, Inc., dated August 16, 2011.
99.2	Form of Agreement and Plan of Merger by and among The Williams Companies, Inc., Williams Merger Subsidiary, Inc. and Southern Union Company.
99.3	Blackline Version of the Form of Agreement and Plan of Merger by and among The Williams Companies, Inc., Williams Merger Subsidiary, Inc. and Southern Union Company.

**SIGNATURE**

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.

By: /s/ Sarah C. Miller  
Sarah C. Miller  
Assistant Secretary

DATED: August 16, 2011

**EXHIBIT INDEX**

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