

Williams Partners L.P.
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
Williams Partners L.P. [WPZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE WILLIAMS CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
TULSA, OK 74172

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	(D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class D Units ⁽¹⁾	<u>(2)</u>	02/28/2014	A	25,577,521	<u>(2)</u>	<u>(2)</u>	Common Units	25,577,5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS COMPANIES INC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
WILLIAMS GAS PIPELINE CO LLC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		

Signatures

Sarah C. Miller Corporate Secretary, The Williams Companies Inc. 03/04/2014
__Signature of Reporting Person Date

Sarah C. Miller, Corporate Secretary, Williams Gas Pipeline Company, LLC 03/04/2014
__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) On February 28, 2014, Williams Partners L.P. (the "Partnership") acquired certain subsidiaries of The Williams Companies, Inc. ("Williams") that hold currently in-service Alberta, Canada operations, together with related intercompany debt ("Contributed Interests"). In exchange for the contributed Interests, Williams' wholly-owned subsidiary, Williams Gas Pipeline Company, LLC ("WGP"), received 25,577,521 Class D Units representing limited partner interests in the Partnership (the "Transaction").
 - (2) The 25,577,521 Class D Units are convertible into Common Units on a one-for-one basis at the election of the holder or the Partnership, on a business day after the record date for the distribution on Common Units for the fiscal quarter ending December 31, 2015, pursuant to the Amended and Restated Agreement of Limited Partnership dated as of August 23, 2005, as amended of the Issuer.
 - (3) Following the Transaction, Williams indirectly beneficially owns (a) 279,472,444 common units held by WGP (b) the incentive distribution rights in the Partnership (c) the 2% general partner interest in the Partnership and (d) the 25,577,521 Class D Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.