

ACCESS MIDSTREAM PARTNERS LP
Form 3
December 28, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
WILLIAMS COMPANIES INC			12/20/2012		ACCESS MIDSTREAM PARTNERS LP [ACMP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
ONE WILLIAMS CENTER			(Check all applicable)			6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner			<input checked="" type="checkbox"/> Form filed by One Reporting Person
TULSA, OK 74172			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Subordinated Units	Â (1)	Â (1)	Common Units	34,538,061	\$ (1)	D	Â
Convertible Class B Units	Â (2)	Â (2)	Common Units	5,929,025	\$ (2)	D	Â
Subordinated Class C Units	Â (3)	Â (3)	Common Units	5,599,634	\$ (3)	D	Â

Reporting Owners

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

Signatures

/s/ Sarah Miller, Corporate Secretary, The Williams Companies, Inc.

12/28/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each Subordinated Unit will convert into one Common Unit of the Issuer upon the expiration of the Subordination Period (as defined in (1) the First Amended and Restated Agreement of Limited Partnership of the Issuer, as amended (the "Partnership Agreement")) and other circumstances noted in the Partnership Agreement.

Each Convertible Class B Unit will become convertible, at our option or at the option of the Issuer, into one Common Unit of the Issuer (2) on the business day after the record date for the distribution on the Issuer's Common Units for the fiscal quarter ending December 31, 2014, on the terms set forth in the Partnership Agreement.

Each Subordinated Class C Unit will become convertible, at our option or at the option of the Issuer, into one Common Unit of the Issuer (3) on the business day after the record date for the distribution on the Issuer's Common Units for the fiscal quarter ending December 31, 2013, on the terms set forth in the Partnership Agreement.

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.