

WILLIAMS COMPANIES INC  
Form 8-K  
May 24, 2011

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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):

May 19, 2011

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-4174

73-0569878

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Williams Center, Tulsa, Oklahoma

74172

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

918-573-2000

Not Applicable

Former name or former address, if changed since last report

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

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(a) At the annual meeting of stockholders, on May 19, 2011 ( Annual Meeting ), the stockholders of The Williams Companies, Inc. (the Company ) voted on the matters set forth below.

(b) 1. The nominees for election to the Board of Directors were elected, each for a one year term expiring in 2012, based upon the following votes:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non Votes</b>
Alan S. Armstrong	392,503,981	6,526,063	491,828	90,117,292
Joseph R. Cleveland	392,270,805	6,695,841	554,799	90,117,292
Juanita H. Hinshaw	391,224,587	6,998,815	1,298,469	90,117,292
Frank T. MacInnis	389,696,961	8,513,707	1,311,204	90,117,292
Janice D. Stoney	390,368,868	8,670,880	482,124	90,117,292
Laura A. Sugg	396,874,944	2,419,320	497,607	90,117,292

Irl F. Engelhardt, William E. Green and George A. Lorch, Class II directors, continued as directors for terms expiring at the annual meeting of stockholders in 2012 and Kathleen B. Cooper, William R. Granberry and William G. Lowrie, Class III directors, continued as directors for terms expiring at the annual meeting of stockholders in 2013.

2. The proposal to ratify the appointment of Ernst & Young LLP as our independent auditors for 2011 was approved based on the following votes:

<b>Votes For</b>	484,964,731
<b>Votes Against</b>	3,958,258
<b>Abstention</b>	716,175

There were no broker non votes for this item

3. The proposal relating to the advisory vote on executive compensation was approved based on the following votes:

<b>Votes For</b>	382,689,409
<b>Votes Against</b>	15,358,760
<b>Abstention</b>	1,473,618
<b>Broker Non Votes</b>	90,117,292

4. By the following vote, the shareholders voted, on an advisory basis, to hold future advisory votes on executive compensation on an annual basis:

<b>One Year</b>	357,137,000
<b>Two Years</b>	10,048,081
<b>Three Years</b>	31,050,652
<b>Abstention</b>	1,205,445
<b>Broker Non Votes</b>	90,117,292

(d) Consistent with a majority of the votes cast with respect to the frequency of the advisory vote on executive compensation at the Annual Meeting, the Board of Directors has determined to hold a shareholder advisory vote on the Company's executive compensation annually, until the next vote on the frequency of future shareholder advisory

votes on the Company's executive compensation, which is currently required to occur no later than the Company's 2017 annual meeting of stockholders.

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**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.

May 24, 2011

By: /s/ La Fleur C. Browne

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Name: La Fleur C. Browne  
 Title: Assistant General Counsel and Corporate Secretary

on increased revenue from automotive and diesel markets, partly offset by lower sales of technologies that control emissions from stationary sources. The increase in sales primarily resulted from favorable exchange rates and the pass-through cost of substrates. Higher earnings were achieved from mobile-source, emission-control technologies as well as from an improved cost base for stationary-source applications.

Operating earnings from Process Technologies were \$16.3 million compared with \$13.5 million last year, which included a \$2.6 million charge. Excluding that charge, earnings rose 1%. Sales increased 12% to \$132 million. The segment achieved strong earnings from the company's advanced petroleum-refining catalysts and additives as well as from petrochemical catalyst markets. Results from polyolefin catalysts were down primarily due to timing of customer orders plus high plant start-up costs.

Operating earnings from Appearance and Performance Technologies declined 19% to \$15 million. Sales rose 4% to \$166 million. The segment continued to be negatively impacted by lower volumes of mineral-based products to the paper market.

Operating earnings from Materials Services were \$3 million compared with \$4 million a year ago. Sales were up 49% to \$491 million. In spite of higher volumes and prices of platinum group metals, earnings were lower due to reduced margins from sourcing metals.

Engelhard Corporation is a surface and materials science company that develops technologies to improve customers' products and processes. A *Fortune 500* company, Engelhard is a world-leading provider of technologies for environmental, process, appearance and performance applications. For more information, visit Engelhard on the Internet at [www.engelhard.com](http://www.engelhard.com).

**Forward-looking statements: This document contains forward-looking statements in management's comments. There are a number of factors that could cause Engelhard's actual results to vary materially from those projected in the forward-looking statements. For a more thorough discussion of these factors, please refer to page 25 of Engelhard's 2003 Form 10-K, dated March 11, 2004.**

**ENGELHARD CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS  
 (Thousands, except per share data)  
 (Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2004</b>	<b>2003</b>
Net sales	\$ 1,040,032	\$ 830,439
Cost of sales	880,676	680,878
Gross profit	159,356	149,561
Selling, administrative and other expenses	94,849	92,169

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Special credit, net		(19,780)
	<hr/>	<hr/>
Operating earnings	64,507	77,172
Equity in earnings of affiliates	4,939	5,637
Interest expense, net	(4,906)	(5,557)
	<hr/>	<hr/>
Earnings before income taxes	64,540	77,252
Income tax expense	14,199	18,317
	<hr/>	<hr/>
Net earnings before cumulative effect of a change in accounting principle, net of tax	50,341	58,935
Cumulative effect of a change in accounting principle, net of tax of \$1,390		(2,269)
	<hr/>	<hr/>
Net earnings	\$ 50,341	\$ 56,666
	<hr/>	<hr/>
Earnings per share - basic:		
Earnings before cumulative effect of a change in accounting principle	\$ 0.41	\$ 0.46
Cumulative effect of a change in accounting principle, net of tax		(0.02)
	<hr/>	<hr/>
Earnings per share - basic	\$ 0.41	\$ 0.44
	<hr/>	<hr/>
Earnings per share - diluted:		
Earnings before cumulative effect of a change in accounting principle	\$ 0.40	\$ 0.46
Cumulative effect of a change in accounting principle, net of tax		(0.02)
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Earnings per share - diluted	\$ 0.40	\$ 0.44
	<hr/>	<hr/>
Cash dividends paid per share	\$ 0.11	\$ 0.10
	<hr/>	<hr/>
Average number of shares outstanding - basic	124,157	126,882
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Average number of shares outstanding - diluted	126,468	128,121
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Actual number of shares outstanding at end of period	123,995	126,941
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Had compensation cost for Engelhard's stock option plans been determined based on the fair value at grant date consistent with the provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, (assuming SFAS No. 123 was adopted on its effective date of October 1995), Engelhard would have reported net earnings and diluted earnings per share as follows:

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Pro forma information (in thousands, except per-share data)	Three Months Ended March 31,	
	2004	2003
Net earnings - as reported	\$ 50,341	\$ 56,666
Net earnings - pro forma	47,990	55,252
Diluted earnings per share - as reported	0.40	0.44
Diluted earnings per share - pro forma	0.38	0.43

**ENGELHARD CORPORATION**  
**BUSINESS SEGMENT INFORMATION**  
(Thousands)  
(Unaudited)

	Three Months Ended March 31,		Change
	2004	2003	
Net Sales			
Environmental Technologies	\$ 238,437	\$ 213,540	12%
Process Technologies	132,219	118,520	12%
Appearance and Performance Technologies	166,293	159,196	4%
Technology segments	536,949	491,256	9%
Materials Services	491,099	328,957	49%
All other	11,984	10,226	17%
Total net sales	\$ 1,040,032	\$ 830,439	25%
Operating Earnings			
Environmental Technologies	\$ 36,989	\$ 24,577(A)	51%
Process Technologies	16,296	13,520(B)	21%
Appearance and Performance Technologies	15,051	18,583	-19%
Technology segments	68,336	56,680	21%
Materials Services	3,367	4,453	-24%
All other	(7,196)	16,039(C)	-145%
Total operating earnings	64,507	77,172	-16%
Equity in earnings of affiliates	4,939	5,637	-12%
Interest expense, net	(4,906)	(5,557)	-12%
Earnings before income taxes	64,540	77,252	-16%

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Income tax expense	14,199	18,317	-22%
	<u>          </u>	<u>          </u>	
Net earnings before cumulative effect of a change in accounting principle, net of tax	50,341	58,935	-15%
Cumulative effect of a change in accounting principle, net of tax of \$1,390		(2,269)	
	<u>          </u>	<u>          </u>	
Net earnings	\$ 50,341	\$ 56,666	-11%
	<u>          </u>	<u>          </u>	

- (A) Includes a restructuring charge of \$5.3 million (\$3.5 million after tax or \$0.03 per share) in 2003.
- (B) Includes a restructuring charge of \$2.6 million (\$1.6 million after tax or \$0.01 per share) in 2003.
- (C) Includes a royalty settlement gain of \$28.4 million (\$17.6 million after tax or \$0.14 per share) and a Corporate restructuring charge of \$0.8 million (\$0.5 million after tax or less than \$0.01 per share) in 2003.
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**ENGELHARD CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Thousands)**  
**(Unaudited)**

	<b>March 31, 2004</b>	<b>December 31, 2003</b>
	<u>          </u>	<u>          </u>
Cash	\$ 50,838	\$ 87,889
Receivables, net	430,746	400,043
Committed metal positions	379,654	350,163
Inventories	439,877	442,787
Other current assets	114,188	112,678
	<u>          </u>	<u>          </u>
Total current assets	1,415,303	