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August 14, 2002

VIA FACSIMILE AND OVERNIGHT MAIL

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

RECEIVED
OFFICE OF THE SECRETARY
AUG 14 2002

Re: SEC File No. 4-460 Order

Dear Mr. Katz,

Enclosed please find the statements under oath of the principal executive officer and principal financial officer of The Williams Companies, Inc. in accordance with the SEC's File No. 4-460 Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934. Please disregard the prior correspondence and certifications sent by facsimile today. Those statements contained a typographical error in the date of the certification. Also enclosed please find photocopies of the statements together with a pre-paid overnight packet. Although these documents are being filed by facsimile, please acknowledge receipt of this filing by stamping the copies as received and returning them in the pre-paid overnight packet.

Very truly yours,

William H. Gault

Enclosures

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**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES
RELATING TO EXCHANGE ACT FILINGS**

I, Jack D. McCarthy, Chief Financial Officer and principal financial officer of The Williams Companies, Inc., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of The Williams Companies, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with The Williams Companies, Inc.'s Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a 'covered report':
 - Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission of The Williams Companies, Inc.;
 - all reports on Form 10-K, Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Williams Companies, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Jack D. McCarthy
August 14, 2002

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Subscribed and sworn to
before me this 14 day of
August, 2002.

Kathleen M. Henslick
Notary Public

My Commission Expires: 1/31/2005

