

Williams Partners L.P.  
Form 3  
February 19, 2010

# 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 <b>and</b> Ticker or Trading Symbol	
Â WILLIAMS GAS PIPELINE CO LLC			(Month/Day/Year)	Williams Partners L.P. [WPZ]	
(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)				_____ Director	__X__ 10% Owner
TULSA,Â OKÂ 74172				_____ Officer	_____ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					_____ Form filed by One Reporting Person
					_____ Form filed by More than One Reporting Person

### 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)

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### 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)

Class C Units	Â <u>(1)</u>	Â <u>(2)</u>	Common Units	115,689,700	\$ <u>(1)</u>	D <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Â
Class C Units	Â <u>(1)</u>	Â <u>(2)</u>	Common Units	4,242,700	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

## Reporting Owners

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

## Signatures

La Fleur C. Browne, Secretary, Williams Gas Pipeline Company, LLC

02/19/2010

\*\*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).

(1) Each Class C Unit will automatically convert into one of the common units representing limited partner interests in Williams Partners L.P. (the "Partnership") (subject to appropriate adjustment in the event of any split-up, combination or similar event affecting the common units or other units that occurs prior to the conversion of the Class C Units) effective as of the first business day following the record date for the Partnership's quarterly distribution with respect to the first quarter of 2010 without any further action by the holders thereof and without the approval of any partner of the Partnership and without the payment of any additional consideration in connection therewith.

(2) The Class C Units do not have an expiration date.

(3) On February 17, 2010, Williams Gas Pipeline Company, LLC and WGP Gulfstream Pipeline Company, L.L.C. contributed certain assets to the Partnership and in exchange, among other things, (a) Williams Gas Pipeline Company, LLC received 115,689,700 Class C Units, and (b) WGP Gulfstream Pipeline Company, L.L.C. received 4,242,700 Class C Units. As a result of this contribution, Williams Gas Pipeline Company, LLC will no longer indirectly own any of the outstanding units of Williams Pipeline Partners L.P.

(4) The Williams Companies, Inc. directly or indirectly owns 100% of Williams Gas Pipeline Company, LLC and WGP Gulfstream Pipeline Company, L.L.C. Williams Gas Pipeline Company, LLC is the sole member of WGP Gulfstream Pipeline Company, L.L.C.

(5) The Williams Companies, Inc. indirectly beneficially owns the Class C Units that each of Williams Gas Pipeline Company, LLC and WGP Gulfstream Pipeline Company, L.L.C. directly beneficially owns. Williams Gas Pipeline Company, LLC indirectly beneficially owns the Class C Units directly beneficially owned by WGP Gulfstream Pipeline Company, L.L.C.

(6) The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interests therein, and this report shall not be deemed an admission that the reporting person is a beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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