

ONEOK INC /NEW/
Form 4
August 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GIBSON JOHN WILLIAM

2. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 W. FIFTH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

TULSA, OK 74103

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	07/31/2014		C		95,646.537	A	\$ 65.03
Common Stock, par value \$0.01	07/31/2014		C		109,487.119	A	\$ 65.03
Common Stock, par value \$0.01	07/31/2014		F		49,970.537	D	\$ 65.03

Common
 Stock, par value \$0.01
 07/31/2014 F 42,034.1191 D \$ 65.03 884,132.7477 D

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

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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 Derivative Security	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 (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Deferred Performance Award/Phantom Stock	(1)	07/31/2014		C	95,646.537	(1)	(1)	Common Stock, par value \$0.01
Deferred Performance Award/Phantom Stock (2008)	(2)	07/31/2014		C	109,487.119	(2)	(2)	Common Stock, par value \$0.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON JOHN WILLIAM 100 W. FIFTH STREET TULSA, OK 74103	X		Chairman of the Board	

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: John W. Gibson 08/04/2014

__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).

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(1) Performance units awarded under Issuer's Equity Compensation Plan on 1-18-2007. At vest date on 1-18-2010, the reporting person was entitled to receive 84,000 shares of Issuer's common stock but elected to defer receipt of the shares until the later of separation of service or 7-17-2013. The reporting person surrendered 1,218 shares to cover taxes applicable to the vesting, resulting in deferral of 82,782 net shares. Since 1-18-2010, the deferred award has earned 12,864.5370 in dividend equivalents. The reporting person retired from the Company on 1-31-2014. On that date, the deferred award became subject to the six-month waiting period required by Section 409A of the Internal Revenue Code and applicable IRS regulations. The six-month waiting period expired on 7-31-2014. On that date, the deferred award and credited dividend equivalents were payable to the reporting person one share of Issuer's common stock for each deferred share and dividend equivalent.

(2) Performance units awarded under Issuer's Equity Compensation Plan on 1-17-2008. At vest date on 1-17-2011, reporting person was entitled to receive 100,000 shs. of Issuer's common stock but elected to defer receipt until the later of separation of service or 7-17-2014. Reporting person surrendered 1,450 shs. to cover taxes applicable to the vesting, and 98,550 net shs. were deferred. Since 1-17-2011, the award earned 10,937.1191 in dividend equivalents. The reporting person retired from the Company 1-31-2014. Based on reporting person's deferral election, the deferred shs. would be released on 7-17-2014. The release of the deferred shs. fell within a six-month waiting period required by Section 409A of the Internal Revenue Code and applicable IRS regulations, which period expired 7-31-2014. The deferred award and credited dividend equivalents were payable to the reporting person one share of Issuer's common stock for each deferred share and dividend equivalent.

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.