

ONEOK INC /NEW/
Form 4
May 23, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAY JAMES C

(Last) (First) (Middle)

100 WEST FIFTH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	05/19/2005		A ⁽¹⁾		1,833	A	\$ 30.175
					10,326	I	by Trust

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

**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.**

SEC 1474
(9-02)

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

Edgar Filing: ONEOK INC /NEW/ - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					(A)	(D)				
Phantom Stock	<u>(2)</u>	05/19/2005		<u>A</u> ⁽³⁾	462	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	462	\$ 30.17
Phantom Stock	<u>(2)</u>	05/19/2005		<u>A</u> ⁽⁵⁾	25	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	25	\$ 30.17
Phantom Stock	<u>(2)</u>	05/19/2005		<u>A</u> ⁽⁵⁾	25	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	25	\$ 30.17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAY JAMES C 100 WEST FIFTH STREET TULSA, OK 74103	X			

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C. Day
05/23/2005

 **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).

(1) Annual cash and/or stock retainer elected to be paid in stock under the ONEOK, Inc. Long-Term Incentive Plan.

(2) Shares of phantom stock are convertible into Issuer common stock on a 1-for-1 ratio.

(3) Annual cash and/or stock retainer elected to be deferred to phantom stock under the ONEOK, Inc. Long-Term Incentive Plan.

(4)

Edgar Filing: ONEOK INC /NEW/ - Form 4

Phantom stock is accrued under the Issuer's Deferred Compensation Plan for Non-Employee Directors and is settled in shares of Issuer common stock at determination date upon the reporting person's retirement.

- Board and/or Board Committee meeting fees elected to be deferred to phantom stock under the Issuer's Deferred Compensation Plan for (5) Non-Employee Directors and to be issued at determination date upon reporting person's retirement under the Issuer's Long-Term Incentive Plan.

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.