

GIBSON JOHN WILLIAM
Form 4
February 22, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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)
02/20/2006

____ Director
 Officer (give title below) _____ 10% Owner
 Other (specify below)
President - Energy / President - Energy

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 or Price		
Common Stock, par value \$0.01 ⁽¹⁾	02/20/2006		M		11,000 ⁽¹⁾ A \$ 0	48,492	D
Common Stock, par value \$0.01	02/20/2006		F		4,449 ⁽²⁾ D \$ 30.155	44,043	D
Common Stock, par value \$0.01	02/20/2006		A		7,402 ⁽³⁾ A \$ 30.155	51,445	D

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Common Stock, par value \$.0.01	02/20/2006	A	7,402 (3)	D	\$ 30.155	4,872	I	Restricted
Common Stock, par value \$.0.01	02/20/2006	F	4,872 (4)	D	\$ 30.155	0	I	Restricted
Common Stock, par value \$.0.01						4,702	I	by Thrift Plan

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)

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 A Underlying S (Instr. 3 and 4)
Performance Shares (1)	\$ 0	02/20/2006		M	11,000 (1)	02/21/2006(1) 02/21/2006(1)	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			President - Energy	President - Energy

Signatures

By: Eric Grimshaw, Attorney in Fact For: John W.
Gibson

02/22/2006

__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) Performance shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The award vested for 100% of the performance shares based upon the Company's total stockholder return compared to total stockholder return of a selected peer group.
- (2) Shares surrendered to pay tax liability due at vesting of Performance Shares.
- (3) Restricted shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The restricted stock vested in full on 2-20-06.
- (4) Shares surrendered to pay tax liability due at vesting of Restricted Shares.

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.