

ONEOK INC /NEW/
Form 4
February 21, 2014

FORM 4

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

OMB APPROVAL

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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)
02/19/2014

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------------------------|----------------------------|
| Performance Units 2012-2 | (1) | 02/19/2014 | A | 6,624 | | | (1) | (1) | | | Common Stock, par value \$0.01 | 6,624 |
| Performance Units 2013-2 | (2) | 02/19/2014 | A | 2,300 | | | (2) | (2) | | | Common Stock, par value \$0.01 | 2,300 |
| Phantom Stock | (3) | 02/19/2014 | A(4) | 2,209 | | | (5) | (5) | | | Common Stock, par value \$0.01 | 2,209 |

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
02/21/2014

__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).

- Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2012 performance unit award held by the reporting person following the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units will vest following completion of the original vesting period on February 15, 2015, for a percentage (0% to 200%) of the performance
- units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the remaining vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.
 - Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2013 performance unit award held by the reporting person following the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units

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will vest following completion of the original vesting period on February 20, 2016, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the remaining vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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

The reporting person became Chairman of the Issuer's Board of Directors on January 31, 2014. The 2,209 shares reported are the annual stock retainer prorated for the period of February 1 to April 30, 2014, and elected to be deferred by the reporting person under the Issuer's Deferred Compensation Plan for Non-Employee Directors.

- (5) 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 the determination date or a designated date upon the reporting person's retirement.

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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