

ONE Gas, Inc.
Form 4/A
June 04, 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 *
McCormick Joseph L

(Last) (First) (Middle)
100 W. 5TH STREET
(Street)

TULSA, OK 74103
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONE Gas, Inc. [OGS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
02/20/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
See Remarks

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common stock, par value \$0.01	01/31/2014		J(1)(2)		8,055 (1) (2) (3)	A	(1) (2) (3)	D
Common stock, par value \$0.01	01/31/2014		J(1)		1,440 (1) (4)	A	(1) (4)	I

by ONE Gas 401(k) Plan

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCormick Joseph L 100 W. 5TH STREET TULSA, OK 74103			See Remarks	

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Joseph L. McCormick
 06/04/2014
 **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).
- (1) On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). As a result of the Distribution, the reporting person received one share of ONE Gas common stock for every four shares of ONEOK common stock held on the record date for the Distribution, January 21, 2014, or a total of 9,491 shares (including those indirectly held) of ONE Gas common stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9. On February 28, 2014, Reporting Person filed a Form 4/A to correct an administrative error in the number of shares of ONE Gas common stock acquired on January 31, 2014, as part of the Distribution. On each of March 3, March 4, March 14 and May 28, 2014, Reporting Person was issued one share of ONE Gas common stock pursuant to the ONE Gas Employee Share Award Program (the "ESAP Shares").
- (2) (Continued from footnote 1) The ESAP Shares were reported by the Reporting Person on Form 4s filed on March 5, March 18 and May 30, 2014.
- (3) This amendment is being filed to further correct an administrative error in the number of shares of ONE Gas common stock acquired on January 31, 2014, as part of the Distribution, as reported in Columns 4 and 5 of Table I in the Form 4 filed on February 20, 2014, and includes the ESAP Shares. As a result, Columns 4 and 5 of Table I for the Form 4s and Form 4/A filed on behalf of the Reporting Person, dated February 28, March 5, March 18 and May 30, 2014, are also hereby amended to correct this administrative error.
- (4) This amendment is being filed to correct an administrative error in the number of shares indirectly held of ONE Gas common stock acquired on January 31, 2014, as part of the Distribution, as reported in Columns 4 and 5 of Table I in the Form 4 filed on February 20,

2014.

Remarks:

Senior Vice President, General Counsel and Assistant Secretary

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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