

MIERS SHEPPARD F III
Form 4
February 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
MIERS SHEPPARD F III

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)
02/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 02/18/2013 | | A | | 1,100 | A | \$ 47.75 |
| Common Stock, par value \$0.01 | 02/18/2013 | | F | | 582 | D | \$ 47.75 |
| Common Stock, par value \$0.01 | 02/18/2013 | | A | | 6,800 | A | \$ 47.75 |

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Common Stock, par value \$0.01
 02/18/2013 F 3,262 D \$ 47.75 14,533.877 D

Common Stock, par value \$0.01
 3,747.538 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.

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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Units 2010 | (1) | 02/18/2013 | | M | 3,400 | (1) (1) | Common Stock, par value \$0.01 | 3,400 |
| Restricted Units 2010 | (2) | 02/18/2013 | | M | 1,100 | (2) (2) | Common Stock, par value \$0.01 | 1,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIERS SHEPPARD F III 100 W. FIFTH STREET TULSA, OK 74103 | | | VP & Chief Accounting Officer | |

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Sheppard F.
Miers

02/20/2013

__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. The award vested on February 18, 2013, for 200% of the
(1) performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group.
Performance units were payable one share of the Issuer's common stock for each vested performance unit.
(2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 18, 2013, and was payable one
share of the Issuer's common stock for each vested restricted unit.

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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