

ONEOK INC /NEW/
Form 4
January 23, 2008

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 *
BARKER JOHN R

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

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2008

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & General Counsel / Sr. VP & General Counsel

(Street)
TULSA, OK 74103

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

(City) (State) (Zip)

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 (A) or (D) | | |
| Common Stock, par value \$0.01 | 01/20/2008 | | M | | 3,333 ⁽¹⁾ \$ 47.51 ⁽²⁾ | D | |
| Common Stock, par value \$0.01 ⁽³⁾ | 01/20/2008 | | F | | 546 ⁽⁴⁾ \$ 47.51 ⁽²⁾ | D | |
| Common Stock, par value | | | | | | I | IRA |
| | | | | | | | 1,036 |

\$.01

Common
Stock, par
value
\$.01

2,633

I

by Thrift
Plan

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

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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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Restricted Stock Incentive Units | (5) | 01/20/2008 | | M | 3,333 (5) | (5) 01/20/2008 | Common Stock, par value \$.01 | 3,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| BARKER JOHN R 100 W. FIFTH STREET TULSA, OK 74103 | | | Sr. VP & General Counsel | Sr. VP & General Counsel |

Signatures

By: Eric Grimshaw, Attorney in Fact For: John R. Barker

01/23/2008

**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) Shares acquired upon vesting of restricted units awarded under the Issuer's Long-Term Incentive Plan on January 20, 2005. The units vested in full on January 20, 2008. Restricted units were payable one third in cash and two thirds in shares of the Issuer's common stock.

(2) FMV of a share of issuer's common stock on date of vesting.

(3) The amount of securities beneficially owned following the reported transactions includes shares of common stock acquired under the ONEOK, Inc. Direct Stock Purchase and Dividend Reinvestment Plan as well as shares of common stock acquired pursuant to dividend reinvestment features of the ONEOK, Inc. Employee Stock Purchase Plan and the ONEOK, Inc. Thrift Plan which acquisitions are exempt under Rule 16a-11.

(4) Shares surrendered to pay tax liability due at vesting of Restricted Units.

(5) Restricted stock incentive units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 20, 2008, and is payable one-third in cash and two-thirds in shares of the Issuer's common stock based on FMV of one share of Issuer's common stock on date of vesting. The amount set forth in Column 5 represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.

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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