

ONEOK INC /NEW/
Form 4
February 18, 2015

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 *
REINERS DEREK S

(Last) (First) (Middle)
100 W. FIFTH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CFO & TREASURER

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 | 02/15/2015 | | M | | 1,600 A \$ 1,600 | 25,891.7038 | D |
| Common Stock, par value \$0.01 | 02/15/2015 | | F | | 602 D \$ 47.685 | 25,289.7038 | D |
| Common Stock, par value \$0.01 | 02/15/2015 | | M | | 256 A \$ 47.685 | 25,545.7038 | D |

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| | | | | | | | | |
|--------------------------------|------------|---|-----|---|-----------|-------------|---|---------------------|
| Common Stock, par value \$0.01 | 02/15/2015 | F | 82 | D | \$ 47.685 | 25,463.7038 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 123 | A | \$ 47.685 | 25,586.7038 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 123 | D | \$ 47.685 | 25,463.7038 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 22 | A | \$ 47.685 | 25,485.7038 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 22 | D | \$ 47.685 | 25,463.7038 | D | |
| Common Stock, par value \$0.01 | | | | | | 425.641 | I | Profit Sharing Plan |
| Common Stock, par value \$0.01 | | | | | | 1,253.224 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nur of |

| | | | | | | | | | Sha |
|---|-----|------------|---|-------|-----|-----|--------------------------------|----|-----|
| Deferred 2012 PSU Award/Phantom Stock | (1) | 02/15/2015 | A | 5,637 | (1) | (1) | Common Stock, par value \$0.01 | 5, | |
| Deferred 2012-2 PSU Award/Phantom Stock | (2) | 02/15/2015 | A | 899 | (2) | (2) | Common Stock, par value \$0.01 | 8 | |
| Performance Units 2012 | (3) | 02/15/2015 | M | 6,400 | (3) | (3) | Common Stock, par value \$0.01 | 6, | |
| Performance Units 2012-2 | (4) | 02/15/2015 | M | 1,024 | (4) | (4) | Common Stock, par value \$0.01 | 1, | |
| Restricted Units 2012 | (5) | 02/15/2015 | M | 1,600 | (5) | (5) | Common Stock, par value \$0.01 | 1, | |
| Restricted Units 2012-2 | (6) | 02/15/2015 | M | 256 | (6) | (6) | Common Stock, par value \$0.01 | 2 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REINERS DEREK S 100 W. FIFTH STREET TULSA, OK 74103 | | | SVP, CFO & TREASURER | |

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Derek S. Reiners
02/18/2015

__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 units awarded under the Issuer's Equity Compensation Plan. The award vested on February 15, 2015, at 90% of the performance shares awarded based upon the Company'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. The reporting person elected to defer receipt of the 5,760 shares of the Issuer's common stock to which the reporting person was entitled upon vesting and

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which are reported as phantom stock in Table II. Of the 5,760 shares, the reporting person surrendered 123 shares to cover taxes applicable to the vesting, resulting in the deferral of the 5,637 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of the Issuer's common stock.

- Perf. units awarded under Issuer's Equity Compensation Plan to preserve the value of 2012 perf. units held by reporting person at time of separation of Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of original vesting period on February 15, 2015, at 90% percent of perf. shares awarded based upon Company's total stockholder return compared to total stockholder return of a selected peer group. Perf. units were payable one share of Issuer's common stock for each vested perf. unit.
- (2) The reporting person elected to defer receipt of the 921 shares of Issuer's common stock to which reporting person was entitled upon vesting and which are reported as phantom stock in Table II. Of the 921 shares, reporting person surrendered 22 shares to cover taxes applicable to vesting, resulting in deferral of 899 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of Issuer's common stock.

- Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 15, 2015, at 90% of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group.
- (3) Performance units were payable one share of the Issuer's common stock for each vested performance unit. Receipt of the units upon vesting was deferred by the reporting person. Refer to footnote (1).

- Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2012 performance units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015, at 90% percent of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. The award was payable one share of the Issuer's common stock for each vested performance unit. Receipt of the units upon vesting was deferred by the reporting person. Refer to footnote (2).
- (4)

- Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 15, 2015, and was payable one share of the Issuer's common stock for each vested restricted unit.
- (5)

- Restricted units awarded under the Issuer's Long-Term Incentive Plan to preserve the value of the 2012 restricted units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015. The award was payable one share of the Issuer's common stock for each vested restricted unit.
- (6)

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.