

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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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 *
SPENCER TERRY K

(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)
PRESIDENT & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 | 02/15/2015 | | M | | 8,000 | A | \$ 47.685 |
| 216,823.2148 | | | | | | D | |
| Common Stock, par value \$.01 | 02/15/2015 | | F | | 2,628 | D | \$ 47.685 |
| 214,195.2148 | | | | | | D | |
| Common Stock, par value \$.01 | 02/15/2015 | | M | | 1,280 | A | \$ 47.685 |
| 215,475.2148 | | | | | | D | |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|-----------|--------------|---|----------------|
| Common Stock, par value \$0.01 | 02/15/2015 | F | 418 | D | \$ 47.685 | 215,057.2148 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 28,800 | A | \$ 47.685 | 243,857.2148 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 12,153 | D | \$ 47.685 | 231,704.2148 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 4,608 | A | \$ 47.685 | 236,312.2148 | D | |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 2,175 | D | \$ 47.685 | 234,137.2148 | D | |
| Common Stock, par value \$0.01 | | | | | | 18,474.606 | 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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Units 2012 | (1) | 02/15/2015 | | M | 32,000 | (1) | (1) | Common Stock, par value | 32,000 |

| Performance Units 2012-2 | (2) | 02/15/2015 | M | 5,120 | (2) | (2) | Common Stock, par value \$0.01 | 5,120 | \$0.01 |
|--------------------------|-----|------------|---|-------|-----|-----|--------------------------------|-------|--------|
| Restricted Units 2012 | (3) | 02/15/2015 | M | 8,000 | (3) | (3) | Common Stock, par value \$0.01 | 8,000 | \$0.01 |
| Restricted Units 2012-2 | (4) | 02/15/2015 | M | 1,280 | (4) | (4) | Common Stock, par value \$0.01 | 1,280 | \$0.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPENCER TERRY K 100 W. FIFTH STREET TULSA, OK 74103 | | | PRESIDENT & CEO | |

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Terry K. Spencer
Date: 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 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) 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.

(3) 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.

(4) 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.

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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