

ONEOK INC /NEW/  
Form 4  
February 17, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**COMBS SAMUEL III**

(Last) (First) (Middle)

100 WEST 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)  
**02/15/2005**

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 - Oklahoma Natural / President - Oklahoma Natural**

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  | 02/15/2005                           |  | M                              |   | 1,100 A \$ 21.5313  | 15,289   | D                                 |
| Common Stock, par value \$0.01  | 02/15/2005                           |  | F                              |   | 809 D \$ 29.255   | 14,480   | D                                 |
| Common Stock, par value         | 02/15/2005                           |  | F                              |   | 96 D \$ 29.255  | 14,384   | D                                 |

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\$0.01

Common  
Stock, par  
value  
\$0.01

02/15/2005

M

6,250

A

\$ 17.045 20,634

D

Common  
Stock, par  
value  
\$0.01

02/15/2005

F

3,641

D

\$ 29.255 16,993

D

Common  
Stock, par  
value  
\$0.01

02/15/2005

F

980

D

\$ 29.255 16,013

D

Common  
Stock, par  
value  
\$0.01

6,449

I

Restricted

Common  
Stock, par  
value  
\$0.01

24,447

I

by Thrift  
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)

**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   |
| Non-Qualified Stock Option (right to buy)  | \$ 17.045  | 02/15/2005                           |  | M                              | 6,250   | <u>(1)</u> 01/17/2012                                    | Common Stock, par value \$0.01                              |
|  | \$ 21.53   | 02/15/2005                           |  | M                              | 1,100   | <u>(2)</u> 11/16/2005                                    |   |

|   |           |            |   |       |     |            |  |  |
|---|-----------|------------|---|-------|-----|------------|--|--|
| Non-Qualified<br>Stock Option<br>(right to buy) |           |            |   |       |     |            |  | Common<br>Stock, par<br>value<br>\$.0.01 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.255 | 02/15/2005 | A | 809   | (2) | 11/16/2005 |  | Common<br>Stock, par<br>value<br>\$.0.01 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.255 | 02/15/2005 | A | 3,641 | (2) | 01/17/2012 |  | Common<br>Stock, par<br>value<br>\$.0.01 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                              |                              |
|--|---------------|-----------|------------------------------|------------------------------|
|  | Director      | 10% Owner | Officer                      | Other                        |
| COMBS SAMUEL III<br>100 WEST FIFTH STREET<br>TULSA, OK 74103 |               |           | President - Oklahoma Natural | President - Oklahoma Natural |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Samuel  
Combs, III

02/17/2005

\_\_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) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/17/03.
- (2) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

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.