

MARTINOVICH ROBERT F
 Form 4
 February 20, 2019

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 *
 MARTINOVICH ROBERT F

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)
 02/17/2019

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP & CHIEF ADMIN 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	02/17/2019		M		8,065.8375	A	\$ 67.6
Common Stock, par value \$0.01	02/17/2019		F		3,624	D	\$ 67.6
Common Stock, par value \$0.01	02/17/2019		M		74,010.7898	A	\$ 67.6

Common Stock, par value \$.0.01	02/17/2019	F	32,823	D	\$ 67.6	232,249.8168	D	
Common Stock, par value \$.0.01						1,182	I	IRA
Common Stock, par value \$.0.01						15,438.523	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PSU 2016	<u>(1)</u>	02/17/2019		M	37,005.395	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01	37,005.3
RSU 2016	<u>(2)</u>	02/17/2019		M	8,065.8375	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$.0.01	8,065.83

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARTINOVICH ROBERT F 100 W. FIFTH STREET TULSA, OK 74103	EVP & CHIEF ADMIN OFFICER

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Robert F. Martinovich

02/20/2019

__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 17, 2019, at 200% of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group.

- (1) During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and shares were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 17, 2019. During the 3-year vesting

- (2) period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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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