

ONEOK INC /NEW/
Form 4
February 04, 2014

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 *
GIBSON JOHN WILLIAM

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)
01/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
COB & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, par value \$.01	01/31/2014		M		10,350 (1)	\$ 67.38	755,339.6798 D
Common Stock, par value \$.01	01/31/2014		F		4,886	\$ 67.38	750,453.6798 D
Common Stock, par value \$.01	01/31/2014		M		3,628 (2)	\$ 67.38	754,081.6798 D

Common Stock, par value \$0.01
 01/31/2014 F 1,713 D \$ 67.38 752,368.6798 D

Common Stock, par value \$0.01
 18,153.405 I by Thrift Plan

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

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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 Number Shares
Restricted Units 2012	(3)	01/31/2014		M	16,200	(3) (3)	Common Stock, par value \$0.01 16
Restricted Units 2013	(4)	01/31/2014		M	11,874.1261	(4) (4)	Common Stock, par value \$0.01 11,874

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON JOHN WILLIAM 100 W. FIFTH STREET TULSA, OK 74103	X		COB & CEO	

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: John W. Gibson 02/04/2014

__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 pro-rated vesting of restricted units awarded under the Issuer's Long-Term Incentive Plan upon the reporting person's retirement from the Issuer at January 31, 2014. The prorated units were payable one share of the Issuer's common stock for each vested restricted unit.

(2) Shares acquired upon pro-rated vesting of restricted units (including dividend equivalents earned during vesting period) awarded under the Issuer's Long-Term Incentive Plan upon the reporting person's retirement from the Issuer at January 31, 2014. The prorated units and dividend equivalents were payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

(3) Restricted units awarded under the Issuer's Long Term Incentive Plan on February 15, 2012. The award vested on a prorated basis upon the reporting person's retirement from the Issuer at January 31, 2014.

(4) Restricted units awarded under the Issuer's Long Term Incentive Plan on February 20, 2013. The award, including dividend equivalents, vested on a prorated basis upon the reporting person's retirement from the Issuer at January 31, 2014.

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.