

ONEOK INC /NEW/  
Form 4  
February 04, 2014

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIBSON JOHN WILLIAM**

(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)  
**01/31/2014**

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)

**COB & 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)  (A) or (D)	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)
Common Stock, par value \$.0.01	01/31/2014		M	10,350 (1)	\$ 67.38	755,339.6798	D
Common Stock, par value \$.0.01	01/31/2014		F	4,886	\$ 67.38	750,453.6798	D
Common Stock, par value \$.0.01	01/31/2014		M	3,628 (2)	\$ 67.38	754,081.6798	D

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Common  
Stock, par  
value 01/31/2014 F 1,713 D \$ 67.38 752,368.6798 D  
\$.001

Common  
Stock, par  
value 18,153.405 I by Thrift  
\$.001 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.**

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 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 \$.001 16,200
Restricted Units 2013	(4)	01/31/2014		M	11,874.1261	(4) (4)	Common Stock, par value \$.001 11,874.1261

## 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.

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