

KNEALE JAMES C  
Form 4  
October 27, 2004

**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 \*  
KNEALE JAMES C

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 WEST FIFTH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
10/25/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

(Street)  
TULSA, OK 74013

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

(City) (State) (Zip)

**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  | 10/25/2004                           |  | M                              |   | 2,782   | A  | \$ 21.265 36,434                                      | D |
| Common Stock, par value \$0.01  | 10/25/2004                           |  | F                              |   | 2,248   | D  | \$ 26.31 34,186                                       | D |
| Common Stock, par value         | 10/25/2004                           |  | F                              |   | 176   | D  | \$ 26.31 34,010                                       | D |

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|                               |            |   |        |   |               |        |   |
|-------------------------------|------------|---|--------|---|---------------|--------|---|
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | M | 9,606  | A | \$<br>21.0938 | 43,616 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 7,701  | D | \$ 26.31      | 35,915 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 630    | D | \$ 26.31      | 35,285 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | M | 22,250 | A | \$ 22.31      | 57,535 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 18,867 | D | \$ 26.31      | 38,668 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 1,119  | D | \$ 26.31      | 37,549 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | M | 3,216  | A | \$ 20.885     | 40,765 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 2,552  | D | \$ 26.31      | 38,213 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 219    | D | \$ 26.31      | 37,994 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | M | 4,332  | A | \$ 20.885     | 42,326 | D |
| \$0.01                        |            |   |        |   |               |        |   |
| Common<br>Stock, par<br>value | 10/25/2004 | F | 3,438  | D | \$ 26.31      | 38,888 | D |
| \$0.01                        |            |   |        |   |               |        |   |

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|  |            |   |       |   |           |        |   |                              |
|--|------------|---|-------|---|-----------|--------|---|------------------------------|
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | F | 295   | D | \$ 26.31  | 38,593 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | M | 2,860 | A | \$ 20.385 | 41,453 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | F | 2,215 | D | \$ 26.31  | 39,238 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | F | 213   | D | \$ 26.31  | 39,025 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | M | 551   | A | \$ 20.385 | 39,576 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | F | 426   | D | \$ 26.31  | 39,150 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 | 10/25/2004 | F | 41    | D | \$ 26.31  | 39,109 | D |                              |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |       |   |           | 24,218 | I | Restricted                   |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |       |   |           | 480    | I | by<br>Daughter<br><u>(1)</u> |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |       |   |           | 3,821  | I | by Spouse<br><u>(2)</u>      |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |       |   |           | 33,476 | I | by Thrift<br>Plan            |

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 20.385  | 10/25/2004                           |  | M                              | 551   | <u>(3)</u> 10/16/2007                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 20.385  | 10/25/2004                           |  | M                              | 2,860   | <u>(4)</u> 10/21/2009                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 20.885  | 10/25/2004                           |  | M                              | 3,216   | <u>(5)</u> 10/10/2006                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 20.885  | 10/25/2004                           |  | M                              | 4,332   | <u>(6)</u> 10/15/2008                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 21.09   | 10/25/2004                           |  | M                              | 9,606   | <u>(3)</u> 10/16/2007                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 21.27   | 10/25/2004                           |  | M                              | 2,782   | <u>(7)</u> 11/16/2005                                    | Common Stock, par value \$0.01                    |
| Non-Qualified Stock Option (right to buy)  | \$ 22.31   | 10/25/2004                           |  | M                              | 22,250  | <u>(8)</u> 01/18/2011                                    | Common Stock, par value \$0.01                    |
|  | \$ 26.31   | 10/25/2004                           |  | A                              | 2,248   | <u>(9)</u> 11/16/2005                                    |   |

| Non-Qualified Stock Option (right to buy) |          |            |   |        |     |            |  | Common Stock, par value |
|---|----------|------------|---|--------|-----|------------|--|-------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 2,552  | (9) | 10/10/2006 |  | \$0.01                  |
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 7,701  | (9) | 10/16/2007 |  | \$0.01                  |
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 426    | (9) | 10/16/2007 |  | \$0.01                  |
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 3,438  | (9) | 10/15/2008 |  | \$0.01                  |
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 2,215  | (9) | 10/21/2009 |  | \$0.01                  |
| Non-Qualified Stock Option (right to buy) | \$ 26.31 | 10/25/2004 | A | 18,867 | (9) | 01/18/2011 |  | \$0.01                  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                   |                                   |
|--|---------------|-----------|-----------------------------------|-----------------------------------|
|  | Director      | 10% Owner | Officer                           | Other                             |
| KNEALE JAMES C<br>100 WEST FIFTH STREET<br>TULSA, OK 74013 |               |           | Exec. VP - Finance & Admin<br>and | Exec. VP - Finance &<br>Admin and |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: James C. Kneale

10/27/2004

\_\_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) The reporting person disclaims beneficial ownership of the shares owned indirectly by his daughter.
- (2) The reporting person disclaims ownership of the shares indirectly owned by his spouse.
- (3) This option vested in full on 10/16/98, one year after the date of grant.
- (4) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning on 10/21/00.
- (5) This option vested in full on 10/10/97, one year after the date of grant.
- (6) This option vests in four equal annual installments beginning on October 15, 1999.
- (7) This option vested in full on 11/16/96, one year after the date of grant.
- (8) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/18/02.
- (9) 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.

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