

BARKER JOHN R
Form 4
January 19, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARKER JOHN R

(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)
01/17/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, par value \$.001	01/17/2011		M	2,100	A \$ 57.83	34,479	D
Common Stock, par value \$.001	01/17/2011		F	947	D \$ 57.83	33,532	D
Common Stock, par value \$.001	01/17/2011		M	8,800	A \$ 57.83	42,332	D

Common Stock, par value \$.0.01	01/17/2011	F	3,692	D	\$ 57.83	38,640	D	
Common Stock, par value \$.0.01						1,125	I	IRA
Common Stock, par value \$.0.01						6,382	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Units 2008	<u>(1)</u>	01/17/2011		M	8,800	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01
Restricted Units 2008	<u>(2)</u>	01/17/2011		M	2,100	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$.0.01

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARKER JOHN R
100 W. FIFTH STREET
TULSA, OK 74103

Sr. VP & General Counsel

Signatures

By: Eric Grimshaw, Attorney in Fact For: John R.
Barker

01/19/2011

__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 January 17, 2011, for 100% of the
(1) performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group.
Performance units are payable one share of the Issuer's common stock for each vested performance unit.
(2) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 17, 2011, and was payable one share
of the Issuer's common stock for each vested restricted unit.

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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