

ONEOK INC /NEW/  
Form 4  
February 18, 2015

**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 \*  
**SPENCER TERRY K**

(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)  
**02/15/2015**

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)

**PRESIDENT & 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)	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 \$.001	02/15/2015		M		8,000	A	\$ 47.685
Common Stock, par value \$.001	02/15/2015		F		2,628	D	\$ 47.685
Common Stock, par value \$.001	02/15/2015		M		1,280	A	\$ 47.685

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Common Stock, par value \$.0.01	02/15/2015	F	418	D	\$ 47.685	215,057.2148	D	
Common Stock, par value \$.0.01	02/15/2015	M	28,800	A	\$ 47.685	243,857.2148	D	
Common Stock, par value \$.0.01	02/15/2015	F	12,153	D	\$ 47.685	231,704.2148	D	
Common Stock, par value \$.0.01	02/15/2015	M	4,608	A	\$ 47.685	236,312.2148	D	
Common Stock, par value \$.0.01	02/15/2015	F	2,175	D	\$ 47.685	234,137.2148	D	
Common Stock, par value \$.0.01						18,474.606	I	by Thrift Plan

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

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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 or Number of Shares
Performance Units 2012	(1)	02/15/2015		M		32,000		(1)	(1)	Common Stock, par value	32,000

Performance Units 2012-2	(2)	02/15/2015	M	5,120	(2)	(2)	Common Stock, par value \$0.01	5,120
Restricted Units 2012	(3)	02/15/2015	M	8,000	(3)	(3)	Common Stock, par value \$0.01	8,000
Restricted Units 2012-2	(4)	02/15/2015	M	1,280	(4)	(4)	Common Stock, par value \$0.01	1,280

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCER TERRY K 100 W. FIFTH STREET TULSA, OK 74103			PRESIDENT & CEO	

## Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Terry K. Spencer

02/18/2015

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) Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 15, 2015, at 90% of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of the Issuer's common stock for each vested performance unit.

(2) Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2012 performance units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015, at 90% percent of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. The award was payable one share of the Issuer's common stock for each vested performance unit.

(3) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 15, 2015, and was payable one share of the Issuer's common stock for each vested restricted unit.

(4) Restricted units awarded under the Issuer's Long-Term Incentive Plan to preserve the value of the 2012 restricted units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015. The award 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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