

WILLIFORD MOLLIE B  
 Form 4  
 May 26, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WILLIFORD MOLLIE B**

(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)  
**05/21/2009**

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)

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 (A) or (D) Price		
Common Stock, par value \$0.01	05/21/2009		A <sup>(1)</sup>		55 A \$ 27.35	25,513	D
Common Stock, par value \$0.01	05/21/2009		M		1,483 <sup>(2)</sup> A \$ 27.35	26,996	D

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

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 (9-02)

displays a currently valid OMB control number.

**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 (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. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock <sup>(3)</sup>	<u>(3)</u>	05/21/2009		M	1,483 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock, par value \$0.01	1,483      \$ 27

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIFORD MOLLIE B 100 W. FIFTH STREET TULSA, OK 74103	X			

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Mollie B. Williford  
Date: 05/26/2009

\_\_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) Board and/or committee meeting fees elected to be paid in stock under the ONEOK, Inc. Equity Compensation Plan.

(2) Phantom stock accrued under the Issuer's Deferred Compensation Plan for Non-Employee Directors is settled in shares of Issuer common stock at determination date upon the reporting person's retirement from the board. Ms. Williford retired from the board on May 21, 2009, and the shares of phantom stock in her account were converted to shares of common stock and issued to her at that time.

(3) Shares of phantom stock are convertible into Issuer common stock on a 1-for-1 ratio.

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.