

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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MIERS SHEPPARD F III**

(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)

VP & Chief Accounting Officer

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.001 | 02/15/2015                              |                                                             | M                                    | 800                                                                     | A                | \$<br>47.685                                                                                                       | 21,161.821                                                           | D                                                                 |
| Common<br>Stock, par<br>value<br>\$.001 | 02/15/2015                              |                                                             | F                                    | 304                                                                     | D                | \$<br>47.685                                                                                                       | 20,857.821                                                           | D                                                                 |
| Common<br>Stock, par<br>value<br>\$.001 | 02/15/2015                              |                                                             | M                                    | 128                                                                     | A                | \$<br>47.685                                                                                                       | 20,985.821                                                           | D                                                                 |

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|                                          |            |   |       |   |              |            |   |                   |
|------------------------------------------|------------|---|-------|---|--------------|------------|---|-------------------|
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/15/2015 | M | 2,160 | A | \$<br>47.685 | 23,145.821 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/15/2015 | F | 740   | D | \$<br>47.685 | 22,405.821 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/15/2015 | M | 346   | A | \$<br>47.685 | 22,751.821 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/15/2015 | F | 110.6 | D | \$<br>47.685 | 22,641.221 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/15/2015 | F | 49    | D | \$<br>47.685 | 22,592.221 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |       |   |              | 4,058.42   | I | by Thrift<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(I |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title              | Amount<br>or<br>Number<br>of<br>Shares |
|                                                     | (1)                                                                   | 02/15/2015                              |                                                             | M                                       | 2,400                                                                                                           | (1)                                                            | (1)                                                                 |                    | 2,400 \$                               |

Performance  
Units 2012Common  
Stock, par  
value  
\$.0.01Performance  
Units 2012-2

(2)

02/15/2015

M

384

(2)

(2)

Common  
Stock, par  
value  
\$.0.01

384

\$

Restricted  
Units 2012

(3)

02/15/2015

M

800

(3)

(3)

Common  
Stock, par  
value  
\$.0.01

800

\$

Restricted  
Units 2012-2

(4)

02/15/2015

M

128

(4)

(4)

Common  
Stock, par  
value  
\$.0.01

128

\$

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                             |
|----------------------------------------------------------------|-------------------------------------------|
|                                                                | Director    10% Owner    Officer    Other |
| MIERS SHEPPARD F III<br>100 W. FIFTH STREET<br>TULSA, OK 74103 | VP & Chief Accounting Officer             |

## Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Sheppard F.  
Miers

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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