

KELLEY CHARLES M

Form 3

May 31, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

KELLEY CHARLES M

(Last) (First) (Middle)

100 W. FIFTH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/23/2018

3. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SR VP NGG&P5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01

47,708

D

A

Common Stock, par value \$.01

11,308.12

I

by Thrift Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
PSU 2016	Â (1)	Â (1)	Common Stock, par value \$.001	18,282.3019	\$ (1)	D	Â
PSU 2017	Â (2)	Â (2)	Common Stock, par value \$.001	8,459.8074	\$ (2)	D	Â
PSU 2018	Â (3)	Â (3)	Common Stock, par value \$.001	7,295.6523	\$ (3)	D	Â
RSU 2016	Â (4)	Â (4)	Common Stock, par value \$.001	4,132.9507	\$ (4)	D	Â
RSU 2017	Â (5)	Â (5)	Common Stock, par value \$.001	2,001.8535	\$ (5)	D	Â
RSU 2018	Â (6)	Â (6)	Common Stock, par value \$.001	1,796.2568	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY CHARLES M 100 W. FIFTH STREET TULSA,Â OKÂ 74103	Â	Â	Â SR VP NGG&P	Â

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Charles M.
Kelley

05/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)

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Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 17, 2019, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The balance shown includes dividend equivalents earned since the award date of February 17, 2016. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

- (2) Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 22, 2020, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The balance shown includes dividend equivalents earned since the award date of February 22, 2017. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

- (3) Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 21, 2021, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The balance shown includes dividend equivalents earned since the award date of February 21, 2018. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

- (4) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 17, 2019. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The balance shown includes dividend equivalents earned since the award date of February 17, 2016. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

- (5) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 22, 2020. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The balance shown includes dividend equivalents earned since the award date of February 22, 2017. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

- (6) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 21, 2021. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The balance shown includes dividend equivalents earned since the award date of February 21, 2018. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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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