

ONEOK INC /NEW/
Form 4
February 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
02/19/2014

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------------------------|----------------------------|
| Performance Units 2012-2 | (1) | 02/19/2014 | A | 5,120 | | | | | (1) | (1) | Common Stock, par value \$0.01 | 5,120 |
| Performance Units 2013-2 | (2) | 02/19/2014 | A | 3,447 | | | | | (2) | (2) | Common Stock, par value \$0.01 | 3,447 |
| Performance Units 2014 | (3) | 02/19/2014 | A | 26,300 | | | | | (3) | (3) | Common Stock, par value \$0.01 | 26,300 |
| Restricted Units 2012-2 | (4) | 02/19/2014 | A | 1,280 | | | | | (4) | (4) | Common Stock, par value \$0.01 | 1,280 |
| Restricted Units 2013-2 | (5) | 02/19/2014 | A | 870 | | | | | (5) | (5) | Common Stock, par value \$0.01 | 870 |
| Restricted Units-2014 | (6) | 02/19/2014 | A | 6,575 | | | | | (6) | (6) | Common Stock, par value \$0.01 | 6,575 |

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

02/21/2014

**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 to preserve the value of the 2012 performance unit award held by the reporting person following the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units will vest following completion of the original vesting period on February 15, 2015, for a percentage (0% to 200%) of the performance

- (1) units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the remaining 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 award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2013 performance unit award held by the reporting person following the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units will vest following completion of the original vesting period on February 20, 2016, for a percentage (0% to 200%) of the performance

- (2) units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the remaining 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 award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 19, 2017, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a

- (3) 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 award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

Restricted units awarded under the Issuer's Long-Term Incentive Plan to preserve the value of the 2012 restricted-unit awards held by the reporting person following completion of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These

- (4) additional units will vest following completion of the original vesting period on February 15, 2015. During the remaining 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 award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

Restricted units awarded under the Issuer's Long-Term Incentive Plan to preserve the value of the 2013 restricted-unit awards held by the reporting person following completion of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These

- (5) additional units will vest following completion of the original vesting period on February 20, 2016. During the remaining 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 award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 19, 2017. During the 3-year vesting

- (6) 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 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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