

ONEOK INC /NEW/
Form 4
April 11, 2006

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 *
KNEALE JAMES C

(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)
04/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___X_ Other (specify below)
Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	04/07/2006		M		4,767	A	\$ 26.31
					83,622		
Common Stock, par value \$0.01	04/07/2006		F		3,763	D	\$ 33.325
					79,859		
Common Stock, par value	04/07/2006		F		398	D	\$ 79,461
					33.325		

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\$0.01

Common
Stock, par
value
\$0.01

04/07/2006

M

10,000 A

\$
17.045

89,461

D

Common
Stock, par
value
\$0.01

04/07/2006

F

5,114 D

\$
33.325

84,347

D

Common
Stock, par
value
\$0.01

04/07/2006

F

1,939 D

\$
33.325

82,408

D

Common
Stock, par
value
\$0.01

3,821

I

by Spouse
(1)

Common
Stock, par
value
\$0.01

36,289

I

by Thrift
Plan

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

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(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 Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.045	04/07/2006		M	10,000	01/17/2003 ⁽²⁾ 01/17/2012	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	2,552	⁽³⁾ 10/10/2006	Common Stock, par value

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Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	426	(3)	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	4,767	(3)	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	3,438	(3)	10/15/2008	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	2,215	(3)	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	18,867	(3)	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	1,192	(3)	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	12,418	(3)	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,078	(3)	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,345	(3)	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,345	(3)	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	2,014	(3)	10/10/2006	Comm Stock, P value \$0.0

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Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	336	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	3,763	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	2,714	<u>(3)</u>	10/15/2008	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,140	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,748	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	11,882	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	14,895	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	4,858	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNEALE JAMES C 100 W. FIFTH STREET TULSA, OK 74103			Exec. VP - Finance & Admin and	Exec. VP - Finance & Admin and

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C.
Kneale

04/11/2006

__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) The reporting person disclaims ownership of the shares indirectly owned by his spouse.
- (2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/17/03.
- (3) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

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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