

SCOTT J D
Form 4
November 05, 2004

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 *
SCOTT J D

(Last) (First) (Middle)

100 WEST 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)
11/04/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	11/04/2004		M		10,000	A	\$ 23.64
					180,746		
Common Stock, par value \$0.01	11/04/2004		S		10,000	D	\$ 27.6417
					170,746		
Common Stock, par value \$0.01	11/04/2004		M		10,000	A	\$ 17.045
					180,746		

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Common Stock, par value \$.0.01	11/04/2004	S	10,000	D	\$ 27.6417	170,746	D
Common Stock, par value \$.0.01	11/04/2004	M	10,000	A	\$ 17.275	180,746	D
Common Stock, par value \$.0.01	11/04/2004	S	10,000	D	\$ 27.6417	170,746	D

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

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.

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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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 17.045	11/04/2004		M	10,000	<u>(1)</u> 01/17/2012	Common Stock, par value \$.0.01	10,000
Non-Qualified Stock Option (right to buy)	\$ 17.275	11/04/2004		M	10,000	<u>(2)</u> 01/23/2013	Common Stock, par value \$.0.01	10,000
Non-Qualified Stock Option (right to buy)	\$ 23.64	11/04/2004		M	10,000	<u>(3)</u> 01/25/2011	Common Stock, par value \$.0.01	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT J D 100 WEST FIFTH STREET TULSA, OK 74103		X		

Signatures

By: Eric Grimshaw, Attorney in Fact For: J. D.
Scott

11/05/2004

__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) This option is granted under the ONEOK, Inc. Stock Compensation Plan for Non-Employee Directors and vests in full one year from the date of grant (01/17/03).
 - (2) This option is granted under the ONEOK, Inc. Stock Compensation Plan for Non-Employee Directors and vests in full one year from the date of grant (01/23/04).
 - (3) This option is granted under the ONEOK, Inc. Stock Compensation Plan for Non-Employee Directors and vests in full one year from the date of grant (01/25/02).

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.