

WORLEY PHYLLIS
Form 4
February 07, 2005

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 *
WORLEY PHYLLIS

2. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 WEST FIFTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

___ Director ___ 10% Owner
X Officer (give title below) _X_ Other (specify below)
President - Kansas Gas / President - Kansas Gas

(Street)
TULSA, OK 74103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Code | 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 (A) or (D) Price | | |
| Common Stock, par value \$0.01 | 02/03/2005 | | M | | 2,400 A \$ 17.045 | 3,877 | D |
| Common Stock, par value \$0.01 | 02/03/2005 | | F | | 1,439 D \$ 28.415 | 2,438 | D |
| Common Stock, par value | 02/03/2005 | | F | | 361 D \$ 28.415 | 2,077 | D |

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\$0.01

Common Stock, par value 02/04/2005 A⁽²⁾ 1 A ⁽²⁾ 2,078 D
 \$0.01 ⁽¹⁾

Common Stock, par value 6,394 I Restricted
 \$0.01

Common Stock, par value 11,200 I by Thrift Plan
 \$0.01

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 17.045 | 02/03/2005 | | M | 2,400 | ⁽³⁾ 01/17/2012 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 28.415 | 02/03/2005 | | A | 1,439 | ⁽⁴⁾ 01/17/2012 | Common Stock, par value \$0.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

WORLEY PHYLLIS
100 WEST FIFTH STREET
TULSA, OK 74103

President - Kansas Gas

President -
Kansas Gas

Signatures

By: Eric Grimshaw, Attorney in Fact For: Phyllis
Worley

02/07/2005

__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).

The amount of securities beneficially owned following the reported transactions includes shares of common stock acquired under the ONEOK, Inc. Direct Stock Purchase and Dividend Reinvestment Plan as well as shares of common stock acquired pursuant to dividend reinvestment features of the ONEOK, Inc. Employee Stock Purchase Plan and the ONEOK, Inc. Thrift Plan which acquisitions are exempt under Rule 16a-11.

(1) Share acquired under Issuer's Employee Stock Award Program.

(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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