

BARKER JOHN R  
Form 4  
January 21, 2009

**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 \*  
**BARKER JOHN R**

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 W. FIFTH STREET**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/19/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr. VP & General Counsel / Sr. VP & General Counsel**

(Street)  
**TULSA, OK 74103**

4. 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

(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. 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	01/19/2009		M		5,000	A	\$ 28.695
Common Stock, par value \$0.01	01/19/2009		F		2,295	D	\$ 28.695
Common Stock, par value	01/19/2009		M		10,000	A	\$ 28.695
							26,080

\$0.01

Common  
Stock, par  
value  
\$0.01

01/19/2009

F

4,195

D

\$  
28,695

21,885

D

Common  
Stock, par  
value  
\$0.01

1,036

I

IRA

Common  
Stock, par  
value  
\$0.01

3,510

I

by Thrift  
Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Units	<u>(1)</u>	01/19/2009		M	10,000	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01	10,000
Restricted Units	<u>(2)</u>	01/19/2009		M	5,000	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.01	5,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

BARKER JOHN R  
100 W. FIFTH STREET  
TULSA, OK 74103

Sr. VP & General Counsel    Sr. VP & General Counsel

## Signatures

By: Eric Grimshaw, Attorney in Fact For: John R.  
Barker

01/21/2009

\_\_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. The award vested on January 19, 2009, at 100% of the  
(1) performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.  
(2) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 19, 2009, and is payable one share of the Issuer's common stock for each vested restricted unit.

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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