

UNIT CORP
Form DEF 14A
March 15, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | | | |
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| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement | | |
| <input type="checkbox"/> | Definitive Additional Materials | | |
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Unit Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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UNIT CORPORATION
NOTICE OF THE ANNUAL MEETING OF OUR STOCKHOLDERS
AND
PROXY STATEMENT

Meeting Date	Wednesday, May 2, 2007
Meeting Time	11:00 a.m., Central Time
Meeting Place	Tulsa Room - Ninth Floor Bank of Oklahoma Tower One Williams Center Tulsa, Oklahoma 74172

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Dear Stockholder:

On behalf of the board of directors and management, it is my pleasure to invite you to our Annual Meeting of Stockholders to be held on Wednesday, May 2, 2007 at 11:00 a.m., Central Time. This year's meeting will be held in the Tulsa Room on the ninth floor of the Bank of Oklahoma Tower, One Williams Center, Tulsa, Oklahoma.

By attending the meeting you will have an opportunity to hear a report on our operations and to meet our directors and officers. There will also be time for questions.

Information about the meeting, including the various matters on which you will act, may be found in the attached Notice of Annual Meeting of Stockholders and proxy statement.

We hope that you will be able to attend the Annual Meeting. However, whether or not you plan to attend the meeting in person, it is important that your shares be represented. Please vote your shares using one of the methods available to you.

If you have any further questions concerning the annual meeting or any of the proposals, please contact our investor relations department at (918) 493-7700. For questions regarding your stock ownership, you may contact our transfer agent, American Stock Transfer & Trust Company at:

Toll Free Number: (800) 937-5449

Foreign Stockholders: (718) 921-8283

Web Site Address: www.amstock.com

AST Customer Service Representatives are also available to help you through AST's Live Help Internet service weekdays from 8:00 a.m. - 5:00 p.m. Eastern Time.

I look forward to your participation and thank you for your continued support.

Dated this 15th day of March, 2007.

Sincerely,

John G. Nikkel

Chairman of the Board

7130 S. Lewis, Suite 1000, Tulsa, OK 74136 • PO Box 702500, Tulsa, OK 74170

Phone: (918) 493-7700 ** Fax: (918) 493-7711 or (918) 493-7714

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UNIT CORPORATION

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	11:00 a.m., Central Time, on Wednesday, May 2, 2007
Place	Tulsa Room on the ninth floor of the Bank of Oklahoma Tower, One Williams Center, Tulsa, Oklahoma
Items of Business	elect three directors for a three-year term expiring in 2010 (Item No. 1 on the proxy card); ratify the selection of PricewaterhouseCoopers LLP, Tulsa, Oklahoma, as our independent registered public accounting firm for our fiscal year 2007 (Item No. 2 on the proxy card); transact any other business that properly comes before the meeting or any adjournment(s) of the meeting.
Record Date	March 5, 2007
Voting Options	Most stockholders have four options for submitting their vote:

via the Internet at <http://www.voteproxy.com>,

by phone (please see your proxy card for instructions),

by mail, using the paper proxy card, and

in person at the meeting.

Date of this Notice March 15, 2007
By Order of the Board of Directors,

Mark E. Schell

Senior Vice President,

Secretary and General Counsel

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, we urge you to vote.

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PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS
MAY 2, 2007

This proxy statement and the accompanying proxy card are being mailed to our stockholders in connection with the solicitation of proxies by the board of directors for the 2007 Annual Meeting of Stockholders. Mailing of this proxy statement will commence on or about March 15, 2007.

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QUESTIONS AND ANSWERS

Q: *Why am I receiving these materials?*

A: The board of directors (the board) of Unit Corporation, a Delaware corporation, is providing these proxy materials to you in connection with the company's annual meeting of stockholders, which will take place on May 2, 2007. As a stockholder, you are invited to attend the annual meeting and are entitled to and requested to vote on the items of business described in this proxy statement.

Q: *Who can vote?*

A: You can vote if you were a stockholder at the close of business on the record date, March 5, 2007. On that date, there were 46,374,074 shares outstanding and entitled to vote at the annual meeting.

Q: *What information is contained in this proxy statement?*

A: The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of our directors and certain executive officers and certain other required information.

Q: *Who does the phrase named executive officers refer to in this proxy statement?*

A: For purposes of this proxy statement, our named executive officers are:

Larry D. Pinkston our Chief Executive Officer and President

Mark E. Schell our Senior Vice President, General Counsel and Secretary

David T. Merrill our Chief Financial Officer and Treasurer

John Cromling the Executive Vice President of Unit Drilling Company

Bradford J. Guidry the Senior Vice President of Unit Petroleum Company.

Q: *Can I access the proxy material on the Internet?*

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A: The proxy material is located on the company's web site www.unitcorp.com.

Q: *How may I obtain the company's 10-K?*

A: A copy of our 2006 Form 10-K can be obtained at no charge from:
Unit Corporation

Attn: Investor Relations

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

(918) 493-7700

<http://www.unitcorp.com>

We will also furnish any exhibit to the 2006 Form 10-K if specifically requested.

Q: *Who can attend the meeting?*

A: All stockholders can attend.

Q: *What am I voting on?*

A: You are voting on:

The election of three nominees as directors for terms that expire in 2010. The board's nominees are William B. Morgan, John H. Williams and Larry D. Pinkston.

The ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2007.

Q: *What are the voting requirements to elect the directors and to approve the other proposal discussed in this proxy statement?*

A:		Vote requirement	Discretionary voting allowed
	Proposal Election of Directors	plurality	yes
	Ratification of Independent Accountants	majority	yes

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Q: How do I cast my vote?

A: If you hold your shares as a stockholder of record, you can vote in person at the annual meeting or you can vote by mail, telephone or the Internet. If you are a street-name stockholder, you will receive instructions from your bank, broker or other nominee describing how to vote your shares.

The enclosed proxy card contains instructions for mail voting or for voting by way of telephone or the Internet. The proxies identified on the proxy card will vote the shares of which you are the stockholder of record in accordance with your instructions. If you submit a proxy card without giving specific voting instructions, the proxies will vote those shares as recommended by the board.

Q: How does the board recommend I vote on the proposals?

A: The board recommends you vote **for** each of the proposals.

Q: Can I revoke my proxy?

A: Yes. You can revoke your proxy by:

Submitting a new proxy;

Giving written notice before the meeting to our Corporate Secretary stating that you are revoking your proxy; or

Attending the meeting and voting your shares in person.

Q: Who will count the vote?

A: American Stock Transfer & Trust Company, our transfer agent, will count the vote. A representative of American Stock Transfer & Trust Company will also act as the inspector of election.

Q: What is a quorum ?

A: A quorum is the number of shares that must be present to hold the annual meeting. The quorum requirement for the annual meeting is a majority of the outstanding shares as of the record date, present in person or represented by proxy. If you submit a valid proxy or attend the annual meeting, your shares will be counted to determine whether there is a quorum.

Abstentions and broker non-votes count toward the quorum. Broker non-votes occur when nominees (such as banks and brokers) that hold shares on behalf of beneficial owners do not receive voting instructions from the beneficial owners by 15 days before the meeting and do not have discretionary voting authority to vote those shares.

Q: *What is the difference between holding shares as a stockholder of record and as a beneficial owner?*

A: Most of our stockholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record: If your shares are registered directly in your name with the transfer agent, you are considered, with respect to those shares, the *stockholder of record*, and these proxy materials are being sent directly to you. As the *stockholder of record*, you have the right to grant your voting proxy directly to the company or to vote in person at the meeting. The company has enclosed or sent a proxy card for you to use.

Beneficial Owner: If your shares are held in a brokerage account or by another nominee, you are considered the *beneficial owner* of shares held *in street name*, and these proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the annual meeting.

Since a beneficial owner is not the *stockholder of record*, you may not vote these shares in person at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee

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has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

Q: Will broker non-votes or abstentions affect the voting results?

A: In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

Q: What shares are included on my proxy card?

A: Your proxy card represents all shares registered to your account in the same social security number and address. However, the proxy card does not include shares held for participants in the Unit Corporation Employee Thrift Plan. Instead, these participants will receive from the plan trustee separate voting instruction cards covering these shares. If voting instructions are not received from participants in that plan, the plan trustee will vote the shares.

Q: What does it mean if I get more than one proxy card?

A: Your shares are probably registered in more than one account. You should vote each proxy card you receive. We encourage you to consolidate all your accounts by registering them in the same name, social security number and address.

Q: How many votes can I cast?

A: On each matter, including each director position, you are entitled to one vote per share.

Q: What happens if additional matters are presented at the annual meeting?

A: Other than the two items of business described in this proxy statement, we are not aware of any other business to be acted on at the annual meeting. If you grant a proxy, the persons named as proxyholders, Larry D. Pinkston and Mark E. Schell, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason any of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the board on the recommendation of the nominating and governance committee.

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: You may submit proposals, including director nominations, for consideration at future stockholder meetings.
Stockholder Proposals: For a stockholder proposal to be considered for inclusion in our proxy statement for next year's annual meeting, the written proposal must be received by our Corporate Secretary at our principal executive offices no later than November 29, 2007. If the date of next year's annual meeting is moved more than 30 days before or after the anniversary date of this year's annual meeting, the deadline for

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inclusion of proposals in our proxy statement is instead a reasonable time before the company begins to print and mail its proxy materials. Such proposals also will need to comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary

Unit Corporation

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

Fax: (918) 493-7711

For a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8, the stockholder must deliver a proxy statement and form of proxy to holders of a sufficient number of shares of our common stock to approve that

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proposal, provide the information required by our bylaws and give timely notice to our Corporate Secretary in accordance with the bylaws of the company, which, in general, require that the notice be received by the Corporate Secretary:

Not earlier than the close of business on January 2, 2008, and

Not later than the close of business on February 1, 2008.

If the date of the stockholder meeting is moved more than 30 days before or 70 days after the anniversary of our annual meeting for the previous year, then notice of a stockholder proposal that is not intended to be included in the company's proxy statement under Rule 14a-8 must be received no earlier than the close of business 120 days before the meeting and no later than the close of business on the later of the following two dates:

90 days before the meeting; and

10 days after public announcement of the meeting date.

Nomination of Director Candidates: You may propose director candidates for consideration by the board's nominating and governance committee. Any such recommendations should include the nominee's name and qualifications for board membership and should be directed to our Corporate Secretary at the address of our principal executive offices set forth above. In addition, our bylaws permit a stockholder to nominate directors for election at an annual stockholder meeting. To nominate a director, a stockholder must deliver a proxy statement and form of proxy to holders of a sufficient number of shares of our common stock to elect the nominee and provide the information required by our bylaws, including a statement by the stockholder identifying (i) the name and address of the stockholder, as they appear on the company's books, and of such beneficial owner, (ii) the class and number of shares of our capital stock which are owned beneficially and of record

by the stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of our stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the nomination, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (A) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of our outstanding capital stock required to elect the nominee and/or (B) otherwise to solicit proxies from stockholders in support of the nomination. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our bylaws, which, in general, require that the notice be received by the Corporate Secretary within the January 2, 2008 through February 1, 2008 time period described above.

Copy of Bylaw Provisions: You may contact our Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates. Our bylaws are also available on our website at <http://www.unitcorp.com>.

Q: How is this proxy solicitation being conducted?

A: We hired Regan & Associates, New York, New York, to assist in the distribution of proxy materials and solicitation of votes for a fee of \$8,500 with all of their out-of-pocket expenses included. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders. Some of our employees may also solicit proxies. Regan & Associates and our employees may solicit proxies in person, by telephone and by mail. None of our employees will receive special compensation for these services, which the employees will perform as part of their regular duties.

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Q: How can I obtain the company's corporate governance information?

A: Our Internet website is located at www.unitcorp.com. You may also enter www.unitcorp.com/corpgov.html for a direct link to the following information:

Our bylaws;

Audit Committee Charter;

Compensation Committee Charter;

Nominating and Governance Committee Charter;

Corporate Governance Guidelines;

Code of Business Conduct and Ethics;

Accounting and Auditing Complaint Procedures; and

Policy and Procedures with respect to Related Person Transactions.

Our corporate governance webpage also has a link for reporting on any accounting, internal controls, or auditing matters that pertain to us.

CORPORATE GOVERNANCE AND BOARD MATTERS

General governance information

We are committed to having sound corporate governance principles. Our Corporate Governance Guidelines and Code of Business Conduct and Ethics are available at <http://www.unitcorp.com/corpgov.html> and copies of these documents may also be obtained from our Corporate Secretary. These provisions apply to our employees, including our principal executive officer, principal financial officer and principal accounting officer. We will post any amendments or waivers to our Code of Business Conduct and Ethics (to the extent applicable to our chief executive officer, principal financial officer or principal accounting officer) on our website.

Each year, our directors and executive officers are obligated to complete a director and officer questionnaire which requires disclosure of any transactions with us in which the director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. Our Chief Executive Officer and General Counsel are charged with resolving any conflict of interests not otherwise resolved under one

of our other policies.

Director independence criteria

The board has defined an independent director as a director who meets all of the following criteria:

is not an employee or member of management of the company or any of its subsidiaries;

no immediate family member is an executive officer of the company;

neither the director nor an immediate family member receives more than \$100,000 per year in compensation from the company, other than director and committee fees or deferred compensation for prior services;

is not affiliated with or employed by, and does not have an immediate family member who is affiliated with or employed by, a present or former external auditor of the company;

has no material relationship with the company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the company), for this purpose material relationships can, for example, include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships;

has no other relationships with the company or its subsidiaries that would interfere in the exercise of independent judgment as a director;

does not accept any consulting, advisory or other compensatory fee from the

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company except fees received for service as a director;

is not, and is not affiliated with a company that is, an adviser or consultant to the company or a member of the company's senior management;

is not an executive officer or an employee, and whose immediate family member(s) is not an executive officer, of a company (A) that accounts for 2 percent or more of the company's consolidated gross revenues, or (B) for which the company accounts for at least 2 percent or \$1 million, whichever is greater, of such company's consolidated gross revenues;

has no personal services contract(s) with the company, or a member of the company's senior management;

is not affiliated with a not-for-profit entity that receives significant contributions from the company;

within the last five years, has not had any business relationship with the company (other than service as a director) for which the company has been required to make disclosure under Regulation S-K of the SEC; and

is not employed by a public company at which an executive officer of the company serves as a director.

Disqualifying relationships: Any person who, or whose immediate family member(s), has within the last five years had any of the following relationships with the company does not qualify as an independent director.

Former employees. A person who, or whose immediate family member(s) is, a former employee of the company or its subsidiaries, or who is affiliated with such an employee, cannot be an independent director until five years after the end of the employment or affiliation;

Significant customers and vendors. A person who is an executive officer or an employee, or whose immediate family member(s) is an executive officer, of a company (A) that accounts for 2 percent or more of the company's consolidated gross revenues, or (B) for which the company accounts for at least 2 percent or \$1 million, whichever is greater, of such other company's consolidated gross revenues, cannot be an independent director until five years after falling below such threshold;

Former auditor. A person who, or whose immediate family member(s), is an auditor of the company or its subsidiaries, or who is employed by a present or former auditor of the company or its subsidiaries, or who is affiliated with such auditors, cannot be an independent director until five years after the end of the affiliation or the auditing relationship; and

Interlocking directorships. A person who, or whose immediate family member(s), is employed by a company as to which an executive officer of the company serves as a director and member of the compensation committee for that company cannot be an independent director until five years after the end of employment by that company or service by the executive officer on the compensation committee of that company.

Director independence determinations

The board has determined that Don Cook, William B. Morgan, John H. Williams, J. Michael Adcock, Gary R. Christopher and Robert J. Sullivan Jr. have no material relationship with the company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the company) and is independent within the meaning of our director independence standards, which reflect the NYSE director independence standards, as currently in effect. The board has also determined that each of the members of its standing committees has no

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material relationship with the company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the company) and is

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independent within the meaning of our director independence standards.

Board structure and committee composition

As of the date of this proxy statement, our board has nine directors and the following three standing committees:

audit;

compensation; and

nominating and governance.

Our board is divided into three classes with each class consisting of three directors. Directors serve for a three year term.

Each of the board's three standing committees operate under a written charter adopted by the board. The charter of each committee is available at our website at <http://www.unitcorp.com/corpgov.html>. In

addition, copies of these charters may also be obtained from our Corporate Secretary.

During 2006, the board and its committees held a total of 20 meetings. Our board met eight times, of which seven were regularly scheduled meetings and one was a special meeting. There were 12 committee meetings held in 2006. All directors attended 100% of the board meetings except Mr. Sullivan who attended 6 of the meetings. Each committee member attended at least 75% of his respective committee meetings. All directors are encouraged to attend our annual meeting of stockholders. All directors except one attended our last annual meeting of stockholders. In addition to its meetings, the board and its various committees act, from time to time, by unanimous consent.

The following table identifies the membership of each of the three standing committees (as well as the special committee formed in 2006) and the number of meetings each committee held during 2006. A summary of each committee's responsibilities follows the table.

DIRECTOR	COMMITTEE MEMBERSHIP			
	Audit	Compensation	Nominating and Governance	Special
Don Cook	X*	X		X
William B. Morgan	X	X	X*	X*
John H. Williams		X	X	X
J. Michael Adcock		X*	X	
Gary R. Christopher	X			
Robert J. Sullivan Jr.				X
Number of meetings in 2006	5	3	2	2

*Designates the chairman of the committee.

The Audit Committee:

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Selects our independent registered public accounting firm;

Approves all audit engagement fees and terms;

Pre-approves all audit and non-audit services to be rendered by our independent registered public accounting firm;

Reviews our annual and quarterly financial statements;

Consults with our personnel and the independent registered public accounting firm to determine the adequacy of our internal accounting controls;

Oversees our relationship with our independent registered public accounting firm;

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Oversees our internal audit functions;

Reviews with our independent registered public accounting firm and our internal audit department and management:

- the adequacy and effectiveness of our systems of internal controls over financial reporting and any significant changes in those controls;
- our accounting practices, and disclosure controls and procedures; and
- current accounting trends and developments;

and takes any action with respect to these matters that it deems appropriate;

Recommends to our board whether the financial statements should be included in our annual report on Form 10-K; and

Reviews our earnings press releases, as well as our policies with respect to earnings press releases and financial information.

The audit committee has the authority to obtain advice and assistance from, and receive appropriate funding from the company for, outside legal, accounting or other advisors as the committee deems necessary to carry out its duties.

In addition, the audit committee has established procedures for the receipt, retention and treatment (on a confidential basis) of complaints received by the company, the board or the audit committee, regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters. These procedures are described in the Accounting and Auditing Complaint Procedures posted on our website.

The report of the audit committee is included on page 39.

The Compensation Committee:

Our compensation committee has overall responsibility for approving and evaluating director and officer compensation plans, policies and programs. In carrying out these responsibilities the committee:

Annually reviews and approves any corporate goals and objectives relevant to our Chief Executive Officer's compensation, and makes recommendations to the board as to our Chief Executive Officer's compensation;

Recommends to our board the compensation of our other executive officers and certain key employees;

Annually reviews the compensation available to our Chief Executive Officer and other executive officers, including the annual base salary level, annual incentive opportunity level, long-term incentive opportunity level, employment agreements (if any), severance arrangements, change-in-control agreements and any special or supplemental benefits or plans;

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Annually approves and evaluates director and officer compensation plans, policies and programs, and discharges its duties under any of those plans;

Determines director compensation;

Reviews and approves the Compensation Discussion and Analysis for inclusion in our proxy statement; and

Has the authority to retain compensation consultants or other advisors to assist the committee in its evaluation of director, Chief Executive Officer, or executive officer compensation.

The committee has the authority to form and delegate authority to subcommittees and to delegate authority to one or more of its members. For additional information on the operations of the committee, including the role of our executive officers in determining executive and director compensation, see Compensation discussion and analysis

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Administration of executive compensation program, page 18.

The report of the compensation committee is included at page 15.

The Nominating and Governance Committee:

Advises the board as a whole on corporate governance matters;

Advises the board on the size and composition of the board;

Recommends a slate of nominees for election to the board;

Identifies individuals qualified to become board members, consistent with criteria approved by the board;

Identifies best practices and recommends corporate governance principles, including giving proper attention and making effective responses to stockholder concerns regarding corporate governance;

Recommends membership to each board committee; and

Defines specific criteria for director independence.

Special Committee:

In addition to the three standing committees mentioned above, the board may, from time to time, form a special committee to act on various other matters. In 2006, in connection with its review and adoption of the Policy and Procedures with respect to Related Persons Transactions, the board formed a special committee composed of William B. Morgan (chairman), Don Cook, John H. Williams, and Robert J. Sullivan Jr. The purpose of this committee was to review our policies and procedures with regard to related party transactions and to submit to the board any further policies (or procedures) that the committee felt should be adopted (or taken). See Related Person Transactions on page 38 for more information regarding this policy. This committee met two times during 2006. This committee was dissolved in December 2006.

Consideration of director nominees

Stockholder nominees:

The policy of the nominating and governance committee is to consider properly-submitted stockholder nominations for candidates for membership on the board as described below under Identifying and Evaluating Nominees for Directors. In evaluating nominations, the committee seeks to achieve a balance of knowledge, experience and diversity on the board. Any stockholder nominations proposed for consideration by the committee should include the nominee's name and qualifications for board membership and should be addressed to:

Corporate Secretary

Unit Corporation

7130 South Lewis, Suite 1000

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Tulsa, Oklahoma 74136

In addition, our bylaws permit stockholders to nominate directors for consideration at an annual stockholders meeting. For a description of the process for nominating directors in accordance with our bylaws, see [Questions and Answers- What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?](#) on page 3.

Director qualifications:

Our Corporate Governance Guidelines contain board membership criteria that apply to nominating and governance committee-recommended nominees for a position on the board. Under these criteria, members of the board should meet the board's qualifications as independent (as applicable) and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. Each director must represent the interests of the company and its stockholders.

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Identifying and evaluating nominees for directors:

The nominating and governance committee uses a variety of methods for identifying and evaluating nominees for director. The committee regularly assesses the appropriate size of the board, and whether any vacancies on the board are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise arise, the committee considers various potential candidates for director. Candidates may come to the attention of the committee through current board members, professional search firms, stockholders or other persons. These candidates are evaluated at regular or special meetings of the committee and may be considered at any point during the year. As described above, the committee considers properly-submitted stockholder nominations for candidates for the board. Following verification of the stockholder status of persons proposing candidates, recommendations are considered by the committee. If any materials are provided by a stockholder in connection with the nomination of a director candidate, those materials are forwarded to the nominating and governance committee. The committee may also review materials provided by a professional search firm or other party in connection with a nominee who is not proposed by a stockholder.

Executive sessions

Executive sessions of non-management directors are held periodically during the year. The sessions are scheduled and presided over by Mr. J. Michael Adcock who was elected by the board to chair each executive session. Meetings are also held from time to time with the board chairman and our Chief Executive Officer for a general discussion of relevant subjects. Any non-management director can request that an executive session be scheduled.

Any interested party may communicate directly with the presiding director by writing to the following:

Mr. J. Michael Adcock

c/o Corporate Secretary

Unit Corporation

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

Communications with the board

Individuals may communicate with the board by submitting an e-mail to the company's board in care of the company's Corporate Secretary at mark.schell@unitcorp.com or sending a letter to: Board of Directors, c/o Corporate Secretary, Unit Corporation, 7130 S. Lewis, Suite 1000, Tulsa, Oklahoma 74136.

The chair of the nominating and governance committee has been designated as the person to receive communications directed to non-management directors. Our stockholders may write to the chairman of this or any other board committee or to the outside directors as a group c/o Mark E. Schell, Senior Vice President and General Counsel, Unit Corporation, 7130 South Lewis, Suite 1000, Tulsa, Oklahoma 74136.

Stockholder communications are distributed to the board, or to the appropriate individual director or directors, depending on the facts and circumstances of the communication. However, at the request of the board, certain items that are not related to the duty and responsibilities of the board are excluded, such as advertisements, junk mail, mass mailings, spam and surveys.

Board and committee evaluations

Each year the board evaluates its performance and effectiveness. Each director completes a board evaluation form to solicit feedback on specific aspects of the board's role, organization and meetings. The collective ratings and comments are compiled by or for the chairman of the nominating and governance committee and presented by him to the full board. Additionally, each of the three standing board committees conducts an annual self-evaluation of its performance through a committee evaluation form.

Table of Contents**DIRECTORS COMPENSATION AND BENEFITS****Cash compensation**

Only non-employee directors receive compensation for serving as a director. The various components of the cash compensation paid to our non-employee directors during 2006 is as follows:

Annual retainer (payable quarterly)	\$30,000
Annual retainer for each committee a board member serves on (payable quarterly)	\$2,000
Each board meeting attended	\$1,500
Each committee meeting attended	\$1,500
Additional compensation for service as chairman of the audit committee	\$7,500
Additional compensation for service as chairman for each of the compensation committee and nominating and governance committee	\$3,500
Reimbursement for expenses incurred attending stockholder, board and committee meetings	Yes
Range of total cash compensation (excluding expense reimbursement) earned by directors (for the year 2006)	\$40,500 - \$72,500

Stock options

Under a plan approved by our stockholders, each non-employee director automatically receives an option to purchase 3,500 shares of our common stock on the first business day following each annual meeting of our stockholders. The option exercise price is the fair market value of our common stock on that date. Payment of the exercise price may be made in cash or in shares

of common stock that have been held by the director for at least one year. No stock option may be exercised during the first six months of its term except in the case of death. Each option has a ten-year term. In 2006, stock options were granted for a total of 28,000 shares at \$62.40 per share. As of March 5, 2007, 120,500 shares were subject to outstanding options.

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The following table shows the outstanding options held by our current directors as of March 5, 2007:

OUTSTANDING OPTIONS HELD BY NON-EMPLOYEE DIRECTORS AS OF MARCH 5, 2007

Director	Date of Option	Shares Subject to Option(#)	Exercise Price(\$)
J. Michael Adcock	5/8/03	3,500	20.46
	5/6/04	3,500	28.23
	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
Don Cook	5/6/99	2,500	6.90
	5/4/00	3,500	12.1875
	5/3/01	3,500	17.54
	5/2/02	3,500	20.10
	5/8/03	3,500	20.46
	5/6/04	3,500	28.23
	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
John H. Williams	5/3/01	3,500	17.54
	5/2/02	3,500	20.10
	5/8/03	3,500	20.46
	5/6/04	3,500	28.23
	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
William B. Morgan	5/6/99	2,500	6.90
	5/3/01	3,500	17.54
	5/2/02	3,500	20.10
	5/8/03	3,500	20.46
	5/6/04	3,500	28.23
	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
King P. Kirchner	5/2/02	3,500	20.10
	5/8/03	3,500	20.46
	5/6/04	3,500	28.23
	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
John G. Nikkel	5/5/05	3,500	39.50
	5/4/06	3,500	62.40
Gary R. Christopher	5/4/06	3,500	62.40
Robert J. Sullivan Jr.	5/4/06	3,500	62.40

Table of Contents**Director compensation table**

The following table shows the total compensation received by each of our non-employee directors in 2006:

DIRECTOR COMPENSATION FOR 2006							
Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b) ⁽¹⁾	(c)	(d) ⁽²⁾	(e)	(f)	(g) ⁽³⁾	(h)
J. Michael Adcock	60,000	n/a	90,405	n/a	n/a	520	150,925
John H. Williams	59,500	n/a	90,405	n/a	n/a	-	149,905
Don Cook	71,500	n/a	90,405	n/a	n/a	-	161,905
William B. Morgan	72,500	n/a	90,405	n/a	n/a	-	162,905
King P. Kirchner	42,000	n/a	90,405	n/a	n/a	-	132,405
John G. Nikkel	40,500	n/a	90,405	n/a	n/a	420	130,905
Gary R. Christopher	53,000	n/a	90,405	n/a	n/a	-	143,405
Robert J. Sullivan Jr.	40,500	n/a	90,405	n/a	n/a	-	130,905

Notes to table:

- (1) Represents cash compensation for board and committee meeting attendance, retainers and service as a committee chairman.
- (2) The amounts included in the Option Awards column are the amounts of compensation costs recognized by the company in fiscal 2006 related to the stock options granted on May 4, 2006, as described in FAS 123(R), but does not include any impact of estimated forfeitures. For a discussion of the valuation assumptions used in calculating these values, see Note 1 to our 2006 Consolidated Financial Statements included in our annual report on Form 10-K for the year ended December 31, 2006.
- (3) Represents reimbursement for expenses.

Table of Contents**OWNERSHIP OF OUR COMMON STOCK BY BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the number of shares of our common stock beneficially owned as of March 5, 2007 by each director, each named executive officer and by all directors and named executive officers as a group. Except as otherwise noted, all shares are directly owned.

STOCK OWNED BY OUR DIRECTORS AND EXECUTIVE OFFICERS AS OF MARCH 5, 2007

Name of Beneficial Owner*	Common Stock⁽¹⁾⁽²⁾	Options Exercisable within 60 days	Shares of Restricted Stock⁽³⁾	Shares of Stock Appreciation Rights⁽⁴⁾
King P. Kirchner	134,720	17,500	-	-
Don Cook	7,618	27,000	-	-
William B. Morgan	5,000	23,500	-	-
John G. Nikkel	293,376	7,000	-	-
John H. Williams	1,000	21,000	-	-
J. Michael Adcock	17,941	14,000	-	-
Larry D. Pinkston	47,961	35,500	7,599	23,716
Mark E. Schell	45,488	33,400	2,397	6,522
David T. Merrill	2,296	6,800	2,186	5,929
Gary R. Christopher	3,000	3,500	-	-
Robert J. Sullivan Jr.	-	3,500	-	-
John Cromling	7,943	5,300	1,750	4,348
Bradford J. Guidry	5,387	10,000	1,665	4,150
All directors and named executive officers as a group*	571,730	208,000	15,597	44,665

* Each named director and officer individually owns less than one percent of our outstanding shares of common stock and collectively the directors and officers own 1.7%. For purposes of calculating this percentage ownership, the total number of shares outstanding includes the shares previously issued and outstanding plus the number of shares that any named owner has the right to acquire within 60 days.

Notes to table:

(1) Includes shares of common stock held under our 401(k) thrift plan as of March 5, 2007 for the account of: Mr. Pinkston, 4,830 shares; Mr. Schell, 32,656 shares; Mr. Merrill, 1,233 shares; Mr. Cromling, 367 shares; Mr. Guidry, 1,507 shares; and directors and officers as a group, 40,593 shares.

(2) Of the shares listed as being beneficially owned, the following individuals disclaim any beneficial interest in shares held by spouses, trusts or for the benefit of family members: Mr. Adcock, 17,941 shares; and Mr. Nikkel, 63,000 shares.

(3) These shares of restricted stock were issued as follows:

(a) On December 13, 2005: Mr. Pinkston, 857 shares; Mr. Schell, 543 shares; Mr. Merrill, 500 shares; Mr. Cromling, 514 shares; and Mr. Guidry, 486 shares. These shares will vest on January 1, 2008, subject to the recipient's continued employment with the

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company on that date.

(b) On December 12, 2006: Mr. Pinkston, 6,742 shares; Mr. Schell, 1,854 shares; Mr. Merrill, 1,686 shares; Mr. Cromling, 1,236 shares; and Mr. Guidry, 1,179 shares. These shares will vest in one-third increments on January 1 of the years 2008 through 2010, subject to the recipient's continued employment by the company on those dates.

(4) These shares of stock appreciation rights (stock settled) vest in one-third increments on January 1st of each of the years 2008 through 2010, subject to the recipient's continued employment by the company on those dates.

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The following table sets forth information concerning the beneficial ownership of our common stock by stockholders who own at least five percent of our common stock.

STOCKHOLDERS WHO OWN AT LEAST 5% OF OUR COMMON STOCK

Name and Address	Amount and Nature of Beneficial Ownership⁽¹⁾	Percent of Class
Royce & Associates, LLC 1414 Avenue of the Americas New York, New York 10019	5,435,500	11.75%
Barclays Global Investors, N.A. 45 Fremont Street San Francisco, California 94105	4,044,804	8.74%
Neuberger Berman Inc. 605 Third Avenue New York, New York 10158	2,771,088	5.988%

Note to table:

- (1) *Beneficial ownership is based on the Schedule 13G most recently filed by the stockholder or other information provided to us. Beneficial ownership may under certain circumstances include both voting power and investment power. Information is provided for reporting purposes only and should not be construed as an admission of actual beneficial ownership.*

EXECUTIVE COMPENSATION**Compensation committee report**

The compensation committee of the board has reviewed and discussed with the company's management the following Compensation discussion and analysis. Based on that review and discussion, the compensation committee recommended to the board that the Compensation discussion and analysis be included in this proxy statement.

Members of the Compensation Committee:

J. Michael Adcock - chairman

William B. Morgan

John H. Williams

Don Cook

Compensation discussion and analysisGeneral compensation objectives:

The primary goal of our compensation program, both for executives and non-executives, is to attract, motivate, reward and retain competent employees. We seek to apply our program in a manner that joins our executives' interests with that of our business and financial objectives as

well as the interests of our stockholders. In order to accomplish this we try to:

offer a competitive compensation mix consisting of reasonable salaries, short-term and long-term cash and equity incentives, as well as additional benefits such as perquisites and general health and retirement benefits;

reward performance that achieves company business objectives and enhances the performance of our common stock; and

link executive compensation incentives to stockholders' interests by offering equity incentives primarily related to appreciation in the value of our stock.

Elements of our compensation program:

Our executives' compensation consists of base salary, cash bonus, equity awards, health, disability and life insurance, indemnification protection, separation benefits, and certain perquisites. We use each of these elements because we believe they provide the

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compensation mix required to attract and retain talented executives, reward them for quality performance, and motivate them to focus on both the short-term and long-term performance of the company. Specifically, we believe an adequate base salary is required to attract and retain qualified executives based on competitive salaries. Annual salary increases and cash bonuses provide executives with potential earnings that can be based on annual financial and operating results and reward them for short-term successes. Equity awards are used to

motivate our executives to achieve both long-term and short-term results and aid long-term retention of our executives. Compensating our executives for positive company performance in both the short term and the long term serves our goal of aligning our executives' compensation with the interests of our stockholders. Indemnification protections, separation benefits and general perquisites are commonly included in executive compensation packages offered by our competitors, and we believe that providing them helps achieve our compensation goals.

The following chart provides further details about what we pay (or offer) our executives and why we do so:

Form of compensation or benefit	Description	Purpose and what it rewards	Interaction with other elements of compensation or benefits
Base Salary	Regular cash income, paid semi-monthly.	Provides adequate and predictable regular compensation and rewards core competence and experience.	Serves as a short-term feature to balance long-term incentives; is a fundamental component of our overall competitive pay mix.
Cash Bonus	Discretionary cash awards, historically awarded once each year but paid in three annual installments; however the most recent bonus awarded in December 2006 to our named executive officers was paid in one installment in January 2007.	Provides annual incentive in form of cash based compensation and rewards short-term corporate and individual performance.	Serves as a short-term incentive to balance long-term incentives; rewards short-term performance, aligning executives' interests with those of the stockholders in the short term.
Long-term Incentives*	We have historically used stock options as our long-term equity incentive. Starting in 2005, we awarded shares of restricted stock and in 2006 a combination of shares of restricted stock and stock appreciation rights. Pay-out is generally staggered over a vesting period. See Long-term Incentive Compensation, page 23, for additional information.	Provides long-term incentive to contribute to company performance and rewards positive corporate performance as well as employee's continuity of service with company.	This balances the short-term features of our mix and motivates our executives to enhance corporate performance, further aligning the executives' interest with stockholder interests by creating value.
Indemnification	We indemnify our officers and directors to the fullest extent permitted by law. This is required by our charter, bylaws, and we have agreements with certain of those individuals, contractually binding us to provide this indemnification for them.	We include this as a compensation element because it is commonly provided by peer organizations and it is a value to our executives. We believe that it allows our executives to be free from undue concern about personal liability in connection with their service to us and it	We feel this is a significant component of a competitive executive compensation package.

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rewards willingness to serve in positions that carry exposure to liability and significant responsibility.

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Form of Compensation or benefit	Description	Purpose and what it rewards	Interaction with other elements of compensation or benefits
Medical, Dental, Life and Disability	Active employee benefits, available to most full-time company employees through our active benefit plans. The value of these is not included in the Summary Compensation Table, since they are available on a company-wide basis.	We include this as a compensation element as it is commonly provided by most of our competitors and it encourages health of our employees, and adds to employee productivity and loyalty.	We feel this is a significant component of a competitive executive compensation package.
Other Paid Time-off Benefits	We provide vacation and other paid holidays to most of our full time employees, including the named executive officers.	This rewards continuity of service, and is a standard benefit comparable to the vacation benefits provided at similar-sized competitors.	We feel this is a minimal requirement and works together with other elements to create a competitive compensation package.
Unit Corporation Employees Thrift Plan [(401(k) plan)]	Tax-qualified retirement savings plan under which participating employees can contribute up to 99% of their pre-tax compensation, a portion of which the company can match. Our match for 2006 was 117% of the first 6% of the participant's salary deferral contribution paid in stock.	We provide this plan (and our match to the participants) as an element of compensation as we believe it is a standard benefit, and is a component of our program that contributes to our competitiveness. This benefits continuity of service.	We feel this element works in combination with our other executive pay components to create a competitive overall executive compensation package.
Unit Corporation Salary Deferral Plan [Non-qualified plan]	Our non-qualified plan allows designated participants to defer recognition of salary and cash bonus for tax purposes until actual distribution at termination, death, or under defined hardship. We do not make a matching contribution to this plan.	We provide this element of compensation as we believe it is a standard benefit at executive levels, and is a component of our program that contributes to our competitiveness. This benefits continuity of service.	We feel this element works in combination with our other executive pay components to create a competitive overall executive compensation package.
Separation Benefits	We provide potential payments to most of our salaried full time employees on involuntary termination, change-in-control, or on retirement after 20 years of service with the company. This benefit is generally offered on a company-wide basis to most all of our salaried full time employees. For specifics, see the narrative discussion at Potential Payments On Termination or Change-in-Control, page 32.	We pay this element of compensation as we believe it is a standard benefit at executive levels, and is a component of our program that contributes to our competitiveness. This benefit rewards continuity of service.	We feel this element works in combination with our other executive pay components to create a competitive overall executive compensation package.
Perquisites	We provide a car allowance to our named executive officers as well as paying for certain club memberships.	We believe that compensating for certain perquisites adds to the general attractiveness and competitiveness of our compensation mix, and helps us to attract and retain the quality executives we value.	Again, we feel that this element works in combination with our other executive pay components to create a competitive executive compensation program.

* Until our stockholders approved our Stock and Incentive Compensation Plan on May 3, 2006, we used our Employee Bonus Plan and Amended and Restated Stock Option Plan to issue equity awards. As of May 3, 2006, no additional awards will be made under these last two plans. For convenience, we will refer, unless the context requires otherwise, throughout this proxy statement to the latter two plans as the old incentive plans, and the current plan as the new incentive plan.

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Administration of executive compensation program:

Our executive compensation program is administered by our compensation committee. Additional details about that committee are located in the corporate governance provisions of this proxy, under "Compensation Committee," on page 8.

Historically (and through the year 2006), the committee meets each year in December to review, approve and recommend to the board the compensation for the company's named executive officers. The committee's salary and bonus determinations, once approved by the board, are generally implemented as of January 1 of the following year. Equity awards are effective as of the date of the committee's decision to award them.

By holding its meeting in December the committee can take into account the full annual performance of the company, both financially and operationally. If, during the year, circumstances warrant that the committee make adjustments to its previously-approved compensation decisions, the committee will evaluate those needs at one or more meetings scheduled throughout the year.

In making its determinations, the committee considers the financial and operational results of the company for the year, generally taking into account:

the growth of its oil and gas reserves;

its oil and gas production volumes;

net income, cash flow, and asset base growth;

long-term debt levels;

results of acquisitions made during the year;

the attainment of any designated business objectives;

conditions within our industry; and

the relationship of our compensation program to those being offered by other companies.

Individual performances are also reviewed, taking into account the individual's responsibilities, experience, potential and length of service.

Before its 2006 determination of compensation for 2007 (discussed below), the committee had not used benchmarking to establish compensation levels. The committee has used the market information provided in the Mercer Energy Compensation Survey published by Mercer Human Resource Compensation, Inc. to assist it in assessing the reasonableness of its compensation determinations and to ensure that the company's compensation levels remained competitive.

The committee's evaluation has always been subjective. There are no specific written criteria or formulas under which an executive officer's annual compensation is determined or calculated. The factors considered in compensation decisions are not weighted, but are viewed collectively. Because there is no written policy or compensation formula, there have been no formulaic decisions about how to allocate the

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various types of compensation or forms of award, how to specifically tie company or individual achievement to the awards, whether prior compensation should be considered in making compensation decisions or whether or how to incorporate other such criteria-based measures into the compensation-setting process.

Role of management in compensation decisions:

At the annual December committee meeting, committee members review the information and recommendations regarding the company's salaried employees previously submitted to each committee member by the company's Chief Executive Officer. Additionally, our Chief Executive Officer meets with the committee at that meeting and discusses his recommendations with respect to the executive officers who report to him as well as certain other non-executive employees. These recommendations are provided to the committee members in advance of the committee's meeting. The Chief Executive Officer does not make a recommendation regarding his compensation. The executives and employees subject to the

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Chief Executive Officer's recommendations are not present at the time of these deliberations. Following the Chief Executive Officer's review and departure from the meeting, the committee members then discuss the recommendations, review the financial and operational results of the company for the year and also discuss their opinions regarding the compensation for the Chief Executive Officer. The compensation committee has the authority to accept, reject or adjust the recommendations made to it by the Chief Executive Officer. The committee then sets the compensation for the executive officers (which may or may not involve the grant of an equity award). The committee's determinations are then submitted to the full board at its meeting held immediately following the committee's December meeting. The full board then ratifies (and approves, if required) the committee's determination regarding the compensation for the named executive officers.

2005 actions with regard to 2006 compensation:

The committee reviewed the company's performance over the course of 2005, taking the following into account:

earnings for each of the first three quarters were up over the same periods in 2004;

the company had closed a private acquisition of proven oil and gas reserves;

the company had closed the acquisition of Texas Wyoming Drilling, Inc.;

the success ratio for wells drilled by the company's exploration segment was 91% as of December 9, 2005;

the company's exploration segment developed through its own drilling exploration 51 Bcfe and acquired another 56 Bcfe as of December 9, 2005;

oil and gas reserves grew by 250% of production as of December 9, 2005, exceeding the company's goal of growing reserves by at least 150% of production;

oil and gas production for the first nine months of 2005 increased 18% compared to the same period in 2004;

the company's stock price was \$58.18 per share on December 9, 2005, compared to \$36.15 per share on January 3, 2005; and

the rig fleet increased from 101 to 112 during the period from January 1, 2005 to December 9, 2005.

Based on the committee's review of these results, as well as the individual performance of the various executive officers, the committee recommended and the board ratified and approved the salaries, cash bonuses and restricted stock awards reflected in the Summary Compensation Table.

2007 compensation determination:

Because the committee took certain actions in 2006 for the year 2007, we have provided the following discussion even though the results are not applicable to 2006 compensation.

Role of compensation consultant. Until 2006, neither the compensation committee nor the board retained an outside consulting firm to assist it in the compensation determination process. During 2006, the committee determined that it should work toward developing and implementing a more objective, performance-based system on which to determine future compensation. The committee's charter grants it the authority to retain

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consultants to assist it.

In 2006, the committee hired Longnecker & Associates, a Houston, Texas-based independent outside compensation consultant. Longnecker had no prior relationship with the company or its executive officers, and it has never advised management of the company. Longnecker received no compensation from the company other than its fee for consulting with the committee on executive compensation matters. Longnecker was engaged to assist the committee in:

obtaining better information regarding the competitiveness of our named executive officers' compensation;

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providing recommendations on how the committee might further align the named executive officers' compensation with the long-term and short-term performance of the company;

preparing to meet the new SEC requirements with regard to evaluation and disclosure of executive compensation;

designing and implementing future awards under the company's new incentive plan; and

if needed, determining the financial impact on the company of the various forms of awards that might be made under the Plan. Longnecker performed a study of our senior management executive compensation structure compared to 14 companies in the oil and gas exploration and drilling industry. The Longnecker data provided a background for the committee to use in benchmarking, or comparing, our programs with other independent exploration and production companies as well as certain drilling contractors. The 14 companies that served as our peer group in the study are:

Cabot Oil & Gas Corporation (COG)

Cimarex Energy Co. (XEC)

Denbury Resources Inc. (DNR)

Forest Oil Corporation (FST)

Grey Wolf, Inc. (GW)

Helmerich & Payne, Inc. (HP)

Newfield Exploration Co. (NFX)

Parker Drilling Company (PKD)

Patterson-UTI Energy, Inc (PTEN)

Pioneer Drilling Company (PDC)

Pogo Producing Company (PPP)

St. Mary Land & Exploration Co. (SM)

Stone Energy Corporation (SGY)

W&T Offshore, Inc. (WTI).

Longnecker selected these companies for comparison because they were publicly traded companies similar to us in industry, projected revenues, assets, and market capitalization.

Additionally, information from the following published salary surveys was incorporated into Longnecker's study:

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Effective Compensation Incorporated, Oil and Gas E&P Compensation Survey;

Economic Research Institute, ERI Executive Compensation Assessor 2006;

Mercer Human Resources Consulting, 2006 Mercer Benchmark Database Executive;

Watson Wyatt, 2006 Top Management Compensation Industry Report;

Mercer Human Resources Consulting, 2006 Energy Compensation Survey; and

WordatWork, 2006/2007 Total Salary Increase Budget Survey.

Studies like Longnecker's only include information on individuals for whom compensation information is publicly disclosed. As a result, these studies typically include only the five most highly-compensated individuals at each company. Generally, this information correlates to our following employees:

Larry D. Pinkston President and Chief Executive Officer, Unit Corporation;

Mark E. Schell Senior Vice President, General Counsel and Secretary, Unit Corporation;

David T. Merrill Chief Financial Officer and Treasurer, Unit Corporation;

John Cromling Executive Vice President, Unit Drilling Company; and

Bradford J. Guidry Senior Vice President, Unit Petroleum Company.

We refer to these persons in this proxy statement as the named executive officers.

Results of Longnecker study. Longnecker's study revealed that our named executive officers' salary, annual cash bonuses and long-term compensation, individually and as a group, as compared to the peer group's 50th and 75th percentiles, were below market.

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The tables below show certain results of their study. The first table shows the compensation of our named executive officers for 2006 (as used in the study) while the second table shows the range of the named executive officers' compensation (by component) within the 50th and 75th percentiles of the market as reflected in the study.

Table No. 1

Name	Salary (\$)	Cash Bonus(\$)	Targeted LTI Value (\$)*
Larry Pinkston	450,000	200,015	127,986
Mark E. Schell	220,000	126,686	81,045
David Merrill	200,000	116,642	74,702
John Cromling	210,000	101,666	76,792
Brad Guidry	200,000	106,667	72,538

Table No. 2

Elements of current compensation	As a ratio to Market		Range of individuals compensation within the Market	
	50 th percentile	75 th percentile	50 th percentile	75 th percentile
	Base Salary	.83	.70	.72 - .97
Salary and annual incentive	.66	.50	.54 - .92	.37 - .73
Long term incentive	.16	.09	.10 - .26	.05 - .15
Total compensation	.42	.27	.31 - .62	.19 - .43

* Based on the number of restricted stock shares issued, a price per share of \$58.30 and assuming a 21.88 percent increase in the total value.

In addition, the study provided the following information regarding the mix of our compensation as opposed to the 50th and 75th percentile of the market. Longnecker's review also indicated that the practice in the market is to pay annual discretionary cash bonuses in a single payment, rather than in installments.

Table No. 3

	Company	50 th Percentile	75 th Percentile
Base Salary	54%	28%	21%
Annual Incentive	28%	25%	24%
Long term incentive	18%	47%	55%

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The following table presents a summary of the comparison of the individual named executive officer's compensation, by component, as compared to that of the 50th percentile contained in the study:

Table No. 4

Name	Salary(\$)		Annual Incentive(\$)		Long term incentive(\$)		Total direct compensation(\$)	
	Current	50 th percentile	Current	50 th percentile	Current	50 th percentile	Current	50 th percentile
Larry D. Pinkston	450,000	532,052	200,015	678,711	127,986	1,302,103	778,001	2,512,899
Mark E. Schell	220,000	302,627	126,686	232,571	81,045	394,761	427,731	929,959
David T. Merrill	200,000	279,023	116,642	194,357	74,702	378,377	391,344	851,757
John Cromling	210,000	228,484	101,666	156,906	76,792	318,510	388,458	703,901
Bradford J. Guidry	200,000	206,803	106,667	126,731	72,538	274,014	379,205	607,548

2006 actions with regard to 2007 compensation. In view of the Longnecker data and individual and corporate performance, the committee determined that for the company to be competitive and to better align the named executive officers' compensation with the company's performance, it needed to increase our executives' compensation to at least the 50th percentile range, with the 75th percentile range as a long-term goal, and that the compensation mix should be reconfigured to place a stronger emphasis on annual and long term incentives as opposed to base salary. It determined that the ratio of variable-to-fixed executive compensation should be adjusted to place more emphasis on long-term incentives as a percentage of compensation than its existing 46/54 percent split. The committee also determined that the company should, as to the named executive officers, follow the current practices in the industry of paying cash bonuses in a single payment.

At its December 12, 2006 meeting the committee, in addition to the results of the Longnecker study, reviewed the company's performance over the course of 2006, taking the following into account:

earnings for each of the first three quarters were up over the same periods in 2005;

the company had acquired additional significant new proven oil and gas reserves;

the company had increased production for the first nine months of 2006 by 35% on a year-over-year basis;

the success ratio for wells drilled by its exploration segment was 89% as of December 8, 2006;

the company had developed through its own exploration drilling 80 Bcfe and acquired another 41 Bcfe of oil and gas reserves as of December 8, 2006;

as of December 8, 2006 oil and gas reserves had grown by 252% of production, exceeding the company's goal of growing reserves by at least 150% of production;

the company's stock price was \$51.83 per share on December 6, 2006, compared to \$57.34 per share on January 3, 2006;

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the rig fleet increased from 112 rigs to 117 rigs during the period from January 1, 2006 to December 8, 2006; and

the company's mid-stream segment had closed an acquisition of a natural gas processing plant; gathering system with 15 miles of pipeline, three field compressors and two plant compressors, and had increased gas gathering and processing operations from 199,363 MMBtu per day in December 2005 to 294,962 MMBtu per day in November 2006.

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As a result of its review, the committee approved the following compensation for our named executive officers for 2007:

Base Salaries. For our chief executive officer and president, the Longnecker study showed that the 50th percentile pay rate was \$532,052 for base salary. The committee elected to raise Mr. Pinkston's salary from \$450,000 to \$500,000. Similarly, for Mr. Schell, the committee determined that \$302,627 would be the 50th percentile pay rate, but that raising his salary from \$220,000 to \$275,000 was a reasonable increase. For similar reasons, Mr. Merrill received a raise from \$200,000 to \$250,000 (\$279,023 was the 50th percentile), Mr. Cromling received a raise from \$210,000 to \$220,000 (\$228,484 was the 50th percentile), and Mr. Guidry received a raise from \$200,000 to \$210,000 (\$206,803 was the 50th percentile).

Cash Bonuses. The committee's cash bonus awards were based generally on the Longnecker guidelines and the company's 2006 performance. Awards were not based on or granted under a plan. For Mr. Pinkston, the committee determined that a cash bonus of \$500,015, compared to \$678,711 at the 50th percentile of our peers, was reasonable. Similarly, for Mr. Schell, the committee determined that a bonus of \$210,000, compared to \$232,571 at the 50th percentile of the peer group, was reasonable. The committee also determined that it would be reasonable to award the other named executive officers the following bonuses: Mr. Merrill, a bonus of \$190,000 (compared to a 50th percentile of \$194,357), Mr. Cromling, a bonus of \$160,000 (compared to a 50th percentile of \$156,906), and Mr. Guidry, a bonus of \$150,000 (compared to a 50th percentile of \$126,731).

Long-term Incentive Compensation. As noted, the committee decided to increase the proportion of the named executive officer's future compensation paid in equity interest to a percentage greater than 18% reflected in Table 3 above. Based on the Longnecker study, which established a range from 47% for long term incentive for the 50th percentile to 55% for the 75th percentile, the committee established 51% as the appropriate range for the named executive officers. To implement the long-term incentive award, the committee decided to grant a mix of stock appreciation rights (SARs) and restricted stock awards, each representing approximately 50% of the total value. It is the committee's belief that this increased emphasis on awards that are sensitive to corporate performance positively aligns the interests of our executives with the interest of our stockholders.

For the restricted stock awards, the committee determined that the appropriate per share value was \$83. This value represented a ten percent value increase for five years in the then approximate \$52 per share value of the company's common stock. Vesting of the restricted stock awards is staggered over a four-year period, with the first vesting date being January 1, 2007, subject to the employee remaining with the company. The committee views this staggered vesting schedule as an additional incentive for executive retention. Using the \$83 per share value, the committee then determined that Mr. Pinkston should receive 8,990 restricted stock awards (valued at \$746,170). Similarly, it granted Mr. Schell 2,472 restricted stock awards (valued at \$205,176), Mr. Merrill 2,248 restricted stock awards (valued at \$186,584), Mr. Cromling 1,648 restricted stock awards (valued at \$136,784), and Mr. Guidry 1,573 restricted stock awards (valued at \$130,559). The restricted stock awards were evidenced by a Restricted Stock Award Agreement entered into

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between each of the named executive officers and the company. Each of those agreements, in addition to certain other provisions contained in the plan, provide that twenty-five percent of the shares of restricted stock vests on January 1st of each of the years 2007 through 2010, subject in each case to the employee remaining in the employment of the company. In the event of a change in control of the company, any unvested shares immediately vest in the recipient.

The committee valued each of the SARs at \$31.00 (or \$83 per share less the \$52 per share values discussed above), and awarded 23,716 SARs (valued at \$735,196) to Mr. Pinkston, 6,522 SARs (valued at \$202,182) to Mr. Schell, 5,929 SARs (valued at \$183,799) to Mr. Merrill, 4,348 SARs (valued at \$134,788) to Mr. Cromling, and 4,150 SARs (valued at \$128,650) to Mr. Guidry. Each SAR award was evidenced by a Stock Settled SAR Award Agreement entered into between each of the named executive officers and the company. Those agreements, in addition to other provision contained in the plan, provide that one-third of the SARs vest on January 1st of each of the years 2008 through 2010, subject in each case to the employee remaining in the employment of the company. In the event of a change in control, any unvested shares automatically vest to the recipient.

Future goals:

The committee is working towards implementing a compensation program for our named executive officers which is based, in greater part, on the attainment of specific objective performance based criteria. However, there is no assurance that the committee will in fact implement such a program, or, if it does, when it will go into effect.

Executive stock ownership policy:

We do not require our named executive officers to own stock or other equity interests in the company. During the course of their employment, all named executive officers have received

compensation in the form of stock or other equity interests in the company. We do have a policy prohibiting our executive officers (or directors) from engaging in short-term or speculative transactions in the company's securities, including hedging activities.

No backdating or spring loading:

We do not backdate options, grant options retroactively or reprice existing options. In addition, we do not coordinate grants of options so that they are made before announcement of favorable information, or after announcement of unfavorable information. Option awards are granted at fair market value on the date the option is approved. The company's general practice is to grant options only on an annual grant basis, although there are occasions when grants have been made on other dates.

Accounting and tax considerations:

Deductibility of executive compensation. In the past, the primary form of equity compensation that we awarded consisted of stock options. We selected this form because of the favorable accounting and tax treatment and the expectation of employees in our industry. However, beginning in 2006, the accounting treatment of stock options changed as a result of Statement of Financial Accounting Standards No. 123(R), making the accounting treatment of stock options less attractive. As a result, we determined that it would be better to grant stock appreciation rights, restricted stock or a mix of the two.

Section 162(m) of the Internal Revenue Code, adopted in 1993, imposes a \$1 million cap, subject to certain exceptions, on the deductibility to the company of compensation paid to the named executive officers. Cash compensation voluntarily deferred by the executive officers under the deferred compensation plan is not subject to the Section 162(m) cap until the year paid. After reviewing the compensation paid in 2006 that was subject to the Section 162(m) cap, we do not believe that we are subject to any Section 162(m) limitations on the deductibility of compensation paid to our named executive officers in 2006.

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We will continue to consider other steps which might be in the company's best interests to

comply with Section 162(m), while reserving the right to award future compensation which would not comply with Section 162(m) requirements for non-deductibility. We concluded that this is in the company's best interests.

Nonqualified deferred compensation. On October 22, 2004, the American Jobs Creation

Act of 2004 was signed into law, changing the tax rules applicable to nonqualified deferred compensation arrangements. While the final regulations have not become effective yet, we believe we are operating in good faith compliance with the statutory provisions which were effective January 1, 2005. A more detailed discussion of our nonqualified deferred compensation program is provided on page 31 under the heading Nonqualified Deferred Compensation.

Summary compensation table

The following table sets forth information regarding the compensation paid, distributed, or accrued for our named executive officers for 2006. We have not entered into employment agreements with any of the named executive officers.

SUMMARY COMPENSATION TABLE FOR 2006

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus (\$) ⁽¹⁾⁽²⁾	Stock Awards (\$) ⁽³⁾	Option Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽⁵⁾	All Other Compensation (\$) ⁽⁶⁾	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Larry D. Pinkston, President and CEO	2006	450,000	190,000	191,359 ⁽⁷⁾	111,539 ⁽¹²⁾	-	-	19,414	962,312
Mark E. Schell, Sr. V.P., Secretary and General Counsel	2006	220,000	138,333	79,473 ⁽⁸⁾	80,176 ⁽¹³⁾	-	-	22,475	540,457
David T. Merrill, CFO and Treasurer	2006	200,000	91,666	72,872 ⁽⁹⁾	50,468 ⁽¹⁴⁾	-	-	28,165	443,171
John Cromling, Executive V.P. - Drilling	2006	210,000	101,666	66,333 ⁽¹⁰⁾	94,564 ⁽¹⁵⁾	-	-	22,312	494,875
Bradford J. Guidry, Senior V.P.	2006	200,000	106,667	62,894 ⁽¹¹⁾	94,366 ⁽¹⁶⁾	-	-	22,164	486,091

Exploration

Footnotes to table:

(1) *Compensation deferred at the election of an executive is included in the year earned. During 2006, the following named executives deferred, on a discretionary basis, the following amounts of salary or bonus into the company's compensation deferral plans:*

AMOUNTS DEFERRED IN 2006		
<i>Name</i>	<i>Bonus(\$)</i>	<i>Salary(\$)</i>
<i>Larry D. Pinkston</i>	80,000	36,000
<i>Mark E. Schell</i>	12,740	21,593
<i>David T. Merrill</i>	7,333	7,666
<i>John Cromling</i>	13,133	6,866
<i>Bradford J. Guidry</i>	15,666	4,333

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- (2) *The amounts in column (d) represent the combined amounts of the various installments of cash bonuses previously awarded to each named executive officer in years before 2006 but paid in 2006. As reported in our Form 8-K filed December 15, 2006, the named executive officers were awarded cash bonuses on December 12, 2006 but payable in January, 2007 in the following amounts: Larry D. Pinkston \$500,015; Mark E. Schell \$210,000; David T. Merrill \$190,000; John Cromling \$160,000; and Bradford J. Guidry \$150,000.*
- (3) *The amounts included in the Stock Awards column are the amounts of compensation cost recognized by the company in fiscal 2006 related to restricted stock awarded in 2005 and 2006, as described in FAS 123(R), but does not include any impact of estimated forfeitures. For a discussion of the valuation assumptions used in calculating these values, see Note 1 to our 2006 Consolidated Financial Statements included in our annual report on Form 10-K for the year ended December 31, 2006. The amount shown does not represent amounts paid to the named executive officers.*
- (4) *The amounts included in the Option Awards column are the amounts of compensation cost recognized by the company in fiscal 2006 related to stock option grants and SAR awards, as described in FAS 123(R), but does not include any impact of estimated forfeitures. For a discussion of the valuation assumptions used in calculating these values, see Note 1 to our 2006 Consolidated Financial Statements included in our annual report on Form 10-K for the year ended December 31, 2006. The amount shown does not represent amounts paid to the named executive officers.*
- (5) *The company does not provide for preferential or above-market earnings on deferred compensation.*
- (6) *The table below shows the components of this column:*

<i>Name</i>	<i>401(k) Match for 2006 Plan year (\$)*</i>	<i>Personal Car Allowance (\$)</i>	<i>Club Membership (\$)</i>	<i>Total All Other Compensation (\$)</i>
<i>Larry D. Pinkston</i>	<i>15,444</i>	<i>3,250</i>	<i>720</i>	<i>19,414</i>
<i>Mark E. Schell</i>	<i>15,444</i>	<i>6,250</i>	<i>781</i>	<i>22,475</i>
<i>David T. Merrill</i>	<i>15,444</i>	<i>6,000</i>	<i>6,721</i>	<i>28,165</i>
<i>John Cromling</i>	<i>15,444</i>	<i>1,049**</i>	<i>5,819</i>	<i>22,312</i>
<i>Bradford J. Guidry</i>	<i>15,444</i>	<i>6,000</i>	<i>720</i>	<i>22,164</i>

* *The company's matching contribution is made in shares of the company's stock.*

** *This amount represents the imputed income attributable to Mr. Cromling's use of a company vehicle.*

- (7) *Of the \$191,359 of compensation cost recognized by the company in 2006, (i) \$75,003 is attributable to restricted stock granted before 2006, and (ii) \$116,356 is attributable to restricted stock granted in 2006.*
- (8) *Of the \$79,473 of compensation cost recognized by the company in 2006, (i) \$47,485 is attributable to restricted stock granted before 2006, and (ii) \$31,988 is attributable to restricted stock granted in 2006.*
- (9) *Of the \$72,872 of compensation cost recognized by the company in 2006, (i) \$43,783 is attributable to restricted stock granted before 2006, and (ii) \$29,089 is attributable to restricted stock granted in 2006.*
- (10) *Of the \$66,333 of compensation cost recognized by the company in 2006, (i) \$45,008 is attributable to restricted stock granted before 2006, and (ii) \$21,325 is attributable to restricted stock granted in 2006.*

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- (11) *Of the \$62,894 of compensation cost recognized by the company in 2006, (i) \$42,501 is attributable to restricted stock granted before 2006, and (ii) \$20,393 is attributable to restricted stock granted in 2006.*

- (12) *Of the \$111,539 of compensation cost recognized by the company in 2006, (i) \$23,716 is attributable to stock appreciation rights granted in 2006, and (ii) \$87,823 to stock options granted before 2006.*

- (13) *Of the \$80,176 of compensation cost recognized by the company in 2006, (i) \$6,522 is attributable to stock appreciation rights granted in 2006, and (ii) \$73,654 to stock options granted before 2006.*

- (14) *Of the \$50,468 of compensation cost recognized by the company in 2006, (i) \$5,929 is attributable to stock appreciation rights granted in 2006, and (ii) \$44,539 to stock options granted before 2006.*

- (15) *Of the \$94,564 of compensation cost recognized by the company in 2006, (i) \$4,348 is attributable to stock appreciation rights granted in 2006, and (ii) \$90,216 to stock options granted before 2006.*

- (16) *Of the \$94,366 of compensation cost recognized by the company in 2006, (i) \$4,150 is attributable to stock appreciation rights granted in 2006, and (ii) \$90,216 to stock options granted before 2006.*

Table of Contents**Grant of plan-based awards**

The following table sets forth the plan-based grants made to the named executive officers during 2006:

GRANTS OF PLAN-BASED AWARDS FOR 2006											
Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards:	All Other Option Awards:	Exercise or Base Price of Option Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Thresh- old (\$)	Target (\$)	Maxi- mum (\$)	Thresh- old (# shares)	Target (# shares)	Maxi- mum (# shares)	Number of Shares of Stock or Units (#)	Number of Securities Underlying Options (#)		
(a)	(b) ⁽¹⁾	(c)	(d)	(e)	(f)	(g)	(h)	(i) ⁽²⁾	(j) ⁽³⁾	(k) ⁽⁴⁾	(l) ⁽⁵⁾
Larry D. Pinkston, President and CEO	12/12/06							8,990			465,322
	12/12/06								23,716	51.76	668,398
Mark E. Schell, Sr. V.P., Secretary and General Counsel	12/12/06							2,472			127,951
	12/12/06								6,522	51.76	183,812
David T. Merrill, CFO and Treasurer	12/12/06							2,248			116,357
	12/12/06								5,929	51.76	167,099
John Cromling, Executive V.P. - Drilling	12/12/06							1,648			85,300
	12/12/06								4,348	51.76	122,541
Bradford J. Guidry, Senior V.P. Exploration	12/12/06							1,573			81,418
	12/12/06								4,150	51.76	116,961

Footnotes to table:

- (1) All awards made under the company's stock and incentive compensation plan.
- (2) Represents restricted stock shares that vest in four installments of 25% each on January 1 of each of the years 2007 through 2010.
- (3) Represents shares of stock appreciation rights (stock settled) that vest in one-third increments on January 1st of each of the years 2008 through 2010.
- (4) Represents the closing stock price of our stock on the NYSE on the grant date.
- (5) Represents the grant date fair value of SARs and restricted stock. The fair value is calculated based on the grant date fair value of the award as determined under FAS 123(R) for financial reporting purposes but does not include any impact of estimated forfeitures and does not represent amounts paid to the named executive officers for the year. For a discussion of the valuation assumptions used in calculating these values, see Note 1 to our 2006 Consolidated Financial Statements included in our annual report on Form 10-K for the year ended December 31, 2006.

Based on the salary, cash bonus, and fair value of the equity awards granted to our named executive officers in 2006, salary and bonus accounted for approximately 82% of their total compensation, while equity compensation accounted for 18%. In 2005, those percentages were approximately 80% salary and bonus and 20% equity compensation. Because the value of certain awards included in some of the above tables is

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based on the Financial Accounting

Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004) Share-Based Payments (FAS 123(R)) value rather than the fair market value, these percentages may not be able to be derived using the amounts reflected in the above tables.

The salary determinations for 2006 were based primarily on the compensation committee's recommendations in view of its review of company performance in the context of the peer

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data reflected in the Mercer Energy Compensation Survey. As it had in years past, it was the committee's objective to set salaries approximately between the 50% and the 75% range reflected in the survey. Within this range, the committee then made any adjustments based on individual performance evaluations. The committee exercised discretion based on general experience in setting the salary recommendations above. There were no performance targets and there was no weighting of factors considered by the committee, rather all reviewed information was considered as a totality. Mr. Pinkston, in addition to continuing to serve as the company's President, had been elected as our Chief Executive Officer effective with the April 1, 2005 retirement of our previous Chief Executive Officer John Nikkel, with no 2005 adjustment to his salary. Accordingly, his 2006 compensation reflected a substantial increase over his 2005 salary due to the increase in the duties he had assumed.

The restricted stock awards authorized by the committee with regard to 2006 compensation were authorized in December of 2005. These amounts are not reflected in the Grants of Plan-Based Awards for 2006 table, since they were granted in December 2005. See footnote 3 to the Outstanding Equity Awards at end of 2006 table for more information on these restricted

stock awards. The restricted stock was issued under the company's former Employee Bonus Plan and evidenced by a restricted stock bonus agreement entered into between each of the named executive officers and the company. Each of those agreements, in addition to certain other provisions, provided that one-half of the restricted shares vests on January 1, 2007 and the other one-half vests on January 1, 2008. There are no performance-based conditions that affect the vesting schedule, except that the employee remains in the employ of the company. In the event of a change in control of the company, any unvested shares immediately vest in the recipient. This was the first time the company had used restricted stock as part of its compensation program, and was intended to more closely link the executives' compensation to that of the company's stock price.

Amounts realizable from prior compensation did not affect the awards set forth above. There was no repricing involved with respect to any outstanding equity-based award or option. No targets factored into the compensation determinations reflected above. Allocation among the elements of compensation was determined in the compensation committee's discretion, based on its general experience and prior practices.

Table of Contents**Outstanding equity awards at end of 2006**

The following table shows outstanding equity awards at December 31, 2006 for each of the named executive officers:

OUTSTANDING EQUITY AWARDS AT END OF 2006									
Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b) ⁽¹⁾	(c)	(d) ⁽²⁾	(e)	(f)	(g) ⁽³⁾	(h)	(i)	(j)
Larry D. Pinkston	12,000	1,500		3.75	12/22/08	10,705	565,307		
	7,500	4,000		16.6875	12/19/10				
	6,000	6,000		19.04	12/17/12				
	6,000			22.95	12/17/13				
	4,000			37.83	12/14/14				
			23,716	51.76	12/12/16				
Mark E. Schell	12,000	1,500		3.75	12/22/08	3,558	191,265		
	7,500	3,000		16.6875	12/19/10				
	6,000	5,100		19.04	12/17/12				
	4,500			22.95	12/17/13				
	3,400			37.83	12/14/14				
			6,522	51.76	12/12/16				
David T. Merrill	3,000	2,000		21.50	8/25/13	3,249	174,715		
	1,800	1,200		22.95	12/17/13				
	2,000	3,000		37.83	12/14/14				
			5,929	51.76	12/12/16				
John Cromling	1,000	1,000		19.04	12/17/12	2,677	145,291		
	1,400	1,400		22.95	12/17/13				
	1,400	2,100		37.83	12/14/14				
	1,500	6,000		37.69	5/25/15				
			4,348	51.76	12/12/16				
Bradford J.	1,000	1,000		16.6875	12/19/10	2,545	138,086		
	4,000	1,400		19.04	12/17/12				
Guidry	2,100	2,100		22.95	12/17/13				
	1,400	6,000		37.83	12/14/14				
	1,500			37.69	5/25/15				
			4,150	51.76	12/12/16				

Footnotes to table:

(1) Each option grant has a ten-year term and vests in 20% annual increments beginning on the first anniversary of the grant date. Exercise prices are determined using the closing market price of the company's common stock on the date of grant.

(2) These shares of stock appreciation rights (stock settled) vest in one-third increments on January 1st of each of the years 2008 through 2010.

(3) *Further information regarding these restricted stock shares is as follows:*

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<i>Name</i>	<i>Grant Dates</i>	<i>No. of Shares</i>	<i>Grant Date Fair Market Value(\$)</i>	<i>Vesting Schedule</i>
<i>Larry D. Pinkston</i>	<i>12/13/05</i>	<i>1,715</i>	<i>99,985</i>	<i>1/2 on January 1st of 2007 & 2008</i>
	<i>12/12/06</i>	<i>8,990</i>	<i>465,322</i>	<i>1/4th on January 1st of 2007 - 2010</i>
<i>Mark E. Schell</i>	<i>12/13/05</i>	<i>1,086</i>	<i>63,314</i>	<i>1/2 on January 1st of 2007 & 2008</i>
	<i>12/12/06</i>	<i>2,472</i>	<i>127,951</i>	<i>1/4th on January 1st of 2007 - 2010</i>
<i>David T. Merrill</i>	<i>12/13/05</i>	<i>1,001</i>	<i>58,358</i>	<i>1/2 on January 1st of 2007 & 2008</i>
	<i>12/12/06</i>	<i>2,248</i>	<i>116,357</i>	<i>1/4th on January 1st of 2007 - 2010</i>
<i>John Cromling</i>	<i>12/13/05</i>	<i>1,029</i>	<i>59,991</i>	<i>1/2 on January 1st of 2007 & 2008</i>
	<i>12/12/06</i>	<i>1,648</i>	<i>85,300</i>	<i>1/4th on January 1st of 2007 - 2010</i>
<i>Bradford J. Guidry</i>	<i>12/13/05</i>	<i>972</i>	<i>56,668</i>	<i>1/2 on January 1st of 2007 & 2008</i>
	<i>12/12/06</i>	<i>1,573</i>	<i>81,418</i>	<i>1/4th on January 1st of 2007 - 2010</i>

Option exercises and stock vested

The table below shows information regarding options and stock awards exercised and vested, respectively, for the named executive officers in 2006.

OPTION EXERCISES AND STOCK VESTED FOR 2006

<i>Name</i>	<i>Option Awards</i>		<i>Stock Awards</i>	
	<i>Number of Shares Acquired on Exercise (#)</i>	<i>Value Realized on Exercise (\$)</i>	<i>Number of Shares Acquired on Vesting (#)</i>	<i>Value Realized on Vesting (\$)</i>
<i>(a)</i>	<i>(b)</i>	<i>(c)⁽¹⁾</i>	<i>(d)</i>	<i>(e)</i>
<i>Larry D. Pinkston</i>	<i>7,500⁽²⁾</i>	<i>371,475</i>	<i>-</i>	<i>-</i>
<i>Mark E. Schell</i>	<i>7,500⁽²⁾</i>	<i>383,775</i>	<i>-</i>	<i>-</i>
<i>David T. Merrill</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>John Cromling</i>	<i>2,700</i>	<i>115,068</i>	<i>-</i>	<i>-</i>
<i>Bradford J. Guidry</i>	<i>1,000</i>	<i>38,113</i>	<i>-</i>	<i>-</i>

Notes to table:

(1) Value realized equals fair market value of the stock on date of exercise, less the exercise price, times the number of shares acquired.

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- (2) *As provided under the applicable plan, this individual elected to pay the exercise price for these shares by having the total exercise price otherwise due netted against the number of option shares. As a result of the option shares exercised, Mr. Pinkston received a total of 6,374 shares and Mr. Schell received a total of 6,405 shares.*

Table of Contents**Non-qualified deferred compensation**

We permit the named executive officers and certain other employees to elect to receive a portion of their compensation on a deferred basis under our salary deferral plan (an unsecured, non-qualified, deferred compensation plan). We do not provide any matching contributions to this plan. Certain material terms of that plan are discussed below.

Under the plan, each participant may elect to defer up to 100% of his base salary and cash bonuses he may earn.

A participant's deferrals under the plan (including earnings) are credited with investment gains and losses until the amounts are paid out. Account balances are invested in phantom investments selected by the executive from an array of investment options that mirror the funds in our 401(k) plan (less the company's common stock fund), subject to restrictions established by the plan administrator. Participants can change their investment selections at the time and in the manner specified by the plan administrator prospectively by contacting the plan's trustee in the same manner that applies to participants in our 401(k) Plan.

The following table presents the investment gain or loss (expressed as a percentage of rate of return) for each of the investment options under the plan for 2006.

FUND	PERCENTAGE RETURN
LargeCap Value Sel Fund	21.47%
Neuberger Berman Partners Tr Fund	13.04%
LargeCap S&P 500 Index Sel Fund	15.14%
American Funds Growth Fund of America R3 Fund	10.62%
LargeCap Growth Sel Fund	9.46%
MidCap Value I Sel	15.34%
MidCap S&P 400 Index Sel Fund	9.82%
MidCap Growth I Sel Fund	8.90%
SmallCap Value Sel Fund	18.36%
Neuberger Berman Genesis Tr Fund	7.26%
Fidelity Advisor Small Cap T Fund	9.67%
Dodge & Cox International Stock Fund	28.01%
Principal Investors LifeTime Strategic Income Sel Fund	8.66%
Principal Investors LifeTime 2010 Sel Fund	11.56%
Principal Investors LifeTime 2020 Sel Fund	13.82%
Principal Investors LifeTime 2030 Sel Fund	14.74%
Principal Investors LifeTime 2040 Sel Fund	15.15%
Principal Investors LifeTime 2050 Sel Fund	15.72%
PIMCO Total Return Admin Fund	3.74%
Dreyfus Bond Market Index Inv. Fund	3.91%

A participant's plan balance becomes payable 30 days following the participant's termination of employment. At the participant's election, the plan balance may be paid as a lump sum, or in monthly or annual installments over a period of no longer than five years. If a participant does not timely designate a payment method, then payment will be made in a lump sum. If a participant elects payment over a period of

years, the participant may elect that all remaining payments to his or her beneficiary be made in a lump sum on his death. Despite the foregoing, a participant may elect to receive a lump sum distribution from the plan in the event of certain severe financial hardships. The amount of any hardship distribution may not exceed the amount necessary to satisfy the hardship.

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The following table shows the named executive officers' contributions, earnings and account balances in the company's non-qualified plan, as of December 31, 2006.

NON QUALIFIED DEFERRED COMPENSATION FOR 2006					
Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
(a)	(b) ⁽¹⁾	(c) ⁽²⁾	(d)	(e)	(f) ⁽³⁾
Larry D. Pinkston	96,000	-	61,867	-	991,875
Mark E. Schell	19,333	-	19,779	-	253,269
David T. Merrill	-	-	-	-	-
John Cromling	-	-	-	-	-
Bradford J. Guidry	-	-	-	-	-

Notes to table:

- (1) The Executive Contributions column above (column (b)) shows amounts that were also reported as salary or bonus in the 2006 Summary Compensation Table on page 25. Those amounts, as well as amounts in the Aggregate Balance column (column (f)) that represent salary or bonus that were reported in the Summary Compensation Tables for Proxy Materials in prior years, are quantified below. The table below also quantifies the annual rate of return earned by the named executive officers during 2006.

Name	Amount include in both Nonqualified Deferred Compensation Table and 2006 Summary Compensation Table (\$)	Amount included in Nonqualified Deferred Compensation Table previously Reported in Prior years Summary Compensation Tables (\$)	Annual Rate of Return for 2006
Larry D. Pinkston	96,000	405,831*	6.80%
Mark E. Schell	19,333	103,582*	8.72%
David T. Merrill	-	-	-
John Cromling	-	-	-
Bradford J. Guidry	-	-	-

*reflects amounts for years 1997 through 2005. Specific information as to each year before 1997 is not readily available.

- (2) The company does not make contributions to its non-qualified deferral plan.
- (3) The aggregate balances shown above represent amounts that the named executive officers earned but elected to defer, plus earnings or losses.

POTENTIAL PAYMENTS ON TERMINATION OR CHANGE-IN-CONTROL

The discussion below provides a summary of the various plans and contracts (payable or that may be payable) under which each of the named executive officers would be entitled to certain compensation in the event of termination of that executive's employment. The actual amounts to be paid out can only be determined at the time of

the executive's separation from service, and may well be different than the figures set forth below.

Separation benefit plan

On December 20, 1996, effective as of January 1, 1997, the board adopted the Separation Benefit Plan of Unit Corporation and Participating Subsidiaries. The plan is generally

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applicable to all of our full-time salaried employees and to the salaried employees of our subsidiaries, who have been with their employer for at least one year. Subject to the terms of the plan, any eligible employee whose employment is terminated is entitled to receive a separation benefit in an amount calculated by dividing the eligible employee's average annual base salary in effect immediately before the employee's separation by 52 to determine a weekly separation benefit amount. The number of weekly separation benefit payments then payable to an eligible employee is calculated based on the employee's years of service in accordance with a schedule set forth in the plan. Employees who voluntarily leave their employment are not entitled to receive a separation benefit unless they have completed at

least 20 years of service. Any eligible employee who has completed 20 years of service or more is vested in his or her separation benefit, subject to fulfilling the other requirements of the plan. Separation benefit payments are limited to a maximum of 104 weekly payments. The plan also provides that, unless otherwise provided by our board before a change-in-control of the company, as defined in the plan, all eligible employees shall be vested in their separation benefit as of the date of the change-in-control based on their years of service. As a condition to receiving the separation benefits, employees must sign a separation agreement waiving any claims the employee may have against the company or its subsidiaries.

The following table identifies the amounts that would be due to each of the named executive officers assuming that those amounts were determined as of December 31, 2006.

ESTIMATED BENEFIT AMOUNTS AS OF DECEMBER 31, 2006	
Name	Amount Due Under Plan(\$)*
Larry D. Pinkston	865,385
Mark E. Schell	321,538
David T. Merrill	46,154
John Cromling	145,384
Bradford J. Guidry	279,923

* Assumes for purposes of this disclosure only that the amount shown has either vested under the terms of the plan or that a change-in-control of the company (as defined in the plan) has occurred.

Senior management separation benefit plan

On October 28, 1997, the board adopted the Separation Benefit Plan for Senior Management. This plan is similar in terms to the benefits and requirements described above for the Separation Benefit Plan, with the exception that the compensation committee determines who will participate in this plan. In addition, the committee is given the authority to increase (up to a maximum of 104) the number of weekly

separation benefit payments a participant would otherwise be entitled to receive under the plan if the participant is involuntarily terminated.

Effective with their retirement from the company, certain former executives received payments under this plan. Their compensation was paid out over a period not exceeding 26 months. Currently there are no other participants in this plan.

The following table identifies the total amounts that were due to those retired officers, all of which was fully paid by December 31, 2006:

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Individual	Total Amount Earned Under Plan(\$)
Earle Lamborn	410,000
Philip M. Keeley	315,384
John G. Nikkel	605,769

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Special separation benefit plan

This plan is identical to the Separation Benefit Plan with the exception that a participant will vest in his or her earned benefit on the earliest of the participant reaching the age of 65 or serving 20 years with us. There are currently 33 employees participating in this plan. None of the named executive officers are participants in this plan. Participation in this plan is in lieu of participation in any of the other separation benefit plans discussed above.

Change-in-control arrangements

Unit Corporation Employee Stock Bonus Plan:

As provided for in the restricted stock bonus agreements entered into under the terms of the Unit Corporation Employee Stock Bonus Plan (replaced by the Unit Corporation Stock and Incentive Plan), restricted stock shares granted under that plan vest immediately in the event of a change in control of the company. A change of control is deemed to have occurred ten days after any of the following events:

- (1) an acquisition (excluding acquisitions from or by the company, a company-sponsored benefit plan, under a stockholder-approved business combination, or by persons deemed by the board not to intend to change control and who subsequently divest themselves of their control shares) in which any person or group becomes the beneficial owner, directly or indirectly, of 15% of the company's common stock or the combined voting power of the outstanding voting securities of the company entitled to vote generally for the election of directors;
- (2) individuals who constitute the board on the date thereof cease to constitute a majority of the board (except that an individual whose election or nomination as a director is approved by a vote of at least a majority of the directors as of the date thereof will be deemed to be a member of the incumbent board);
- (3) approval by the company's stockholders of a reorganization, merger or consolidation or sale of other disposition of all or substantially all of the assets of the company or the acquisition of assets of another entity, unless following the business combination:

all or substantially all of the beneficial owners of the company's outstanding common stock prior to the business combination own more than 70% of the outstanding common stock of the corporation resulting from the business combination;

no person, entity or group (other than the company, the resulting corporation, or a person who prior to the combination owned 25% of company stock or voting securities) will beneficially own, directly or indirectly, 25% or more of the outstanding voting securities of the corporation resulting from the business combination; and

at least a majority of the board of the company resulting from the business combination were members of the company's board prior to the combination; or

- (4) approval by the company's stockholders of a complete liquidation or dissolution of the company.

Unit Corporation Amended and Restated Stock Option Plan:

As provided for in option agreements entered into under the terms of the Unit Corporation Amended and Restated Stock Option Plan, all stock options vest immediately in the event of a change-in-control of the company. A change-in-control is deemed to have occurred at such time as any person or group, other than the company or an Exempt Person, is or becomes the beneficial owner, directly or indirectly, of our securities representing 50% or more of the combined voting power of our then outstanding securities. An Exempt Person is generally defined to be any

person (or estate or trust of such person) who, on the date of the plan, owned

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securities representing more than 20% of the combined voting power of our then outstanding securities, and any spouse, parent or issue of such person.

Unit Corporation Stock and Incentive Compensation Plan:

The restricted shares of stock and the SARs awards granted in December 2006 under the Unit Corporation Stock and Incentive Plan vest immediately in the event of a change-of-control of the company. Under that plan, a change-in-control is generally defined as:

- (1) Any individual, entity or group acquiring beneficial ownership of 15% or more of either the outstanding shares of the company's common stock or the combined voting power of the outstanding voting securities of the company entitled to vote generally for the election of directors;
- (2) Individuals who constitute the board on the date thereof ceasing to constitute a majority of the board (provided that an individual whose election or nomination as a director is approved by a vote of at least a majority of the directors as of the date thereof will be deemed a member of the incumbent board);
- (3) Approval by the company's stockholders of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the company or the acquisition of assets of another entity, unless following the business combinations:

all or substantially all of the beneficial owners of the company's then outstanding common stock prior to the business combination own more than 70% of the outstanding common stock of the company resulting from the business combination;

no person, entity or group owns 25% or more of the outstanding voting securities of the company resulting from the business combination; and

at least a majority of the board of the company resulting from the business combination were members of the company's board prior to the business combination; or

- (4) Approval by the company's stockholders of a complete liquidation or dissolution of the company.

Key Employee Contracts:

We have entered into key employee change-in-control contracts with Messrs. Pinkston, Schell, Merrill and Belitz. Mr. Belitz is our Controller. These contracts have an initial three-year term that is automatically extended for one year on each anniversary, unless a notice not to extend is given by us. If a change-in-control of the company (as defined below) occurs during the term of the contract, then the contract becomes operative for a fixed three-year period. The contracts generally provide that the executive's terms and conditions of employment (including position, work location, compensation and benefits) will not be adversely changed during the three-year period after a change-in-control. If the executive's employment is terminated by the company (other than for cause, death or disability), the executive terminates for good reason during the three-year period, or the executive terminates employment for any reason during the 30-day period following the first anniversary of the change-in-control, and on certain terminations before a change-in-control or in connection with or in anticipation of a change-in-control, the executive is generally entitled to receive from the company in a lump sum the following payment and benefits:

earned but unpaid compensation;

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up to 2.99 times the executive's base salary plus annual bonus (based on historic annual bonus); and

the company matching contributions that would have been made had the executive continued to participate in the company's 401(k) plan for up to an additional three years.

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In addition, the contract provides for a continuation of various medical, dental, disability and life insurance plans for a period of up to three years, outplacement services and the payment of all legal fees and expenses incurred by the executive in enforcing any right or benefit provided by the contract. The contract provides that the executive is entitled to receive a payment in an amount sufficient to make the executive whole for any excise tax on excess parachute payments imposed under Section 4999 of the Internal Revenue Code.

As a condition to receipt of these severance benefits, the executive must remain in the employ of the company and render services commensurate with his position. The executive must also agree to retain in confidence any and all confidential information known to him concerning the company and its business so long as the information is not otherwise publicly disclosed. As of the date of this proxy statement, no amounts have been paid under those contracts.

For purposes of these contracts, a change-in-control is generally defined as:

- (1) Any individual, entity or group acquiring beneficial ownership of 15% or more of either the outstanding shares of the company's common stock or the combined voting power of the outstanding voting securities of the company entitled to vote generally for the election of directors;
- (2) Individuals who constitute the board on the date thereof cease to constitute a majority of the board, provided that an individual whose election or nomination as a director is approved by a vote of at least a majority of the directors as of the date thereof will be deemed a member of the incumbent board;
- (3) Approval by the company's stockholders of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the company or the acquisition of assets of another entity, unless following the business combination:

all or substantially all of the beneficial owners of the company's outstanding common stock prior to the business combination own more than 60% of the outstanding common stock of the corporation resulting from the business combination;

no person, entity or group owns 15% or more of the outstanding voting securities of the corporation resulting from the business combination; and,

at least a majority of the board of the company resulting from the business combination were members of the company's board prior to the business combination; or

- (4) Approval by our stockholders of a complete liquidation or dissolution of the company.

Payments on termination or change-in-

control table

Under the individual contracts and plans discussed above, following a change-in-control of the company, each named executive officer would be entitled to receive the following estimated benefits assuming that the change-in-control occurred at December 31, 2006, including a gross-up for certain taxes in the event that any payments made in connection with a change-in-control would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code. These disclosed amounts are estimates only and do not necessarily reflect the actual amounts that would be paid to the executive, which would only be known at the time that they become eligible for payment and would only be payable if a change-in-control under the plan or agreement were to occur.

Table of Contents**ESTIMATED CURRENT VALUE OF CHANGE-IN-CONTROL BENEFITS AS OF DECEMBER 31, 2006**

Name	Separation Plan (\$)	Key Employee Contract ⁽¹⁾ (\$)	Early Vesting of Stock Options and SARs ⁽²⁾ (\$)	Early Vesting of Restricted Stock ⁽³⁾ (\$)	Estimated Tax Gross Up ⁽⁴⁾ (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Larry D. Pinkston	865,385	3,536,892	211,905	520,585	1,388,553	6,523,320
Mark E. Schell	321,538	1,647,033	176,505	173,024	558,675	2,876,775
David T. Merrill	46,154	1,480,766	117,476	157,999	541,315	2,343,710

Notes to table:

- (1) This amount represents the product of 2.99 and the sum of (i) the executive officer's annual base salary, as defined and (ii) the highest annual bonus (as determined under the agreement). These amounts are based on the 2006 salary and declared bonus for 2006. The amount also includes amounts for previously declared but unpaid bonus installments.
- (2) The value of stock options and SARs assumes a fair market value for our common stock of \$48.63, the average of the high and low prices of our common stock on the NYSE on December 29, 2006. Value is calculated on the basis of the difference between \$48.63 and the exercise price multiplied by the number of shares of common stock underlying the options and SARs.
- (3) The value of restricted stock assumes a fair market value for our common stock of \$48.63, the average of the high and low prices of our common stock on the NYSE on December 29, 2006.
- (4) The estimated tax gross up is based on the 20% excise tax, grossed up for taxes, on the amount of severance and other benefits above each individual's average five-year W-2 earnings times 2.99.

Retirement or consulting agreements

In connection with the retirement of Mr. King Kirchner from his position as our Chief Executive Officer, we entered into a Separation Agreement with Mr. Kirchner on May 11, 2001. Under this agreement, Mr. Kirchner is entitled to receive a total of \$2.4 million. For the first two years under the agreement, Mr. Kirchner received, as part of the total due him, payments under the terms of the company's Separation Benefit Plan for Senior Management or a total of \$560,000. Then, commencing in July 2003 (and continuing through June 2009), Mr. Kirchner is receiving the \$1,840,000 balance at the rate of \$300,000 per year paid in monthly installments of \$25,000. As of December 31, 2006, Mr. Kirchner had received payments totaling \$1,090,000.

We have also entered into an agreement with Mr. John Nikkel, our former Chief Executive

Officer, providing for him to serve as a consultant to the company when he retired on April 1, 2005. Under this agreement, for the term of the agreement which is for a one year term extendable for successive one year periods by mutual agreement, Mr. Nikkel receives, on an annual basis, \$70,000 per year. We currently extended the agreement until April 1, 2007. In addition, we provide him with office space and secretarial services for the time he serves as a consultant. At its February 2005 meeting, the compensation committee elected to reward Mr. Nikkel for his 21 years of service to the company by awarding him with a cash bonus of \$750,000 payable in 24 monthly installments commencing on the 20th month following his retirement.

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RELATED PERSON TRANSACTIONS

Our related person transaction policy

Our board has adopted a policy and procedures for the review, approval or ratification of Related Person Transactions (as defined below) which is set forth in our Policy and Procedures with Respect to Related Person Transactions (the "Policy").

For purposes of the Policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the company (including any of its subsidiaries) was, is or will be a participant and in which any Related Person (as defined below) had, has or will have a direct or indirect material interest, other than (1) transactions in which the amount involved does not exceed \$100,000, (2) transactions available to employees generally, or (3) transactions involving compensation approved by the company's compensation committee.

For purposes of the Policy, a "Related Person" means (1) any person who is, or at any time since the beginning of the company's last fiscal year was, a director or executive officer of the company or a nominee to become a director of the company, (2) any person who is known to be the beneficial owner of more than 5% of our voting securities, (3) any immediate family member of any of the above persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner, and (4) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater ownership or economic interest.

Our audit committee is responsible for reviewing and approving (or prohibiting) any transaction that is determined by our General Counsel to constitute a Related Person Transaction. The audit committee will consider all of the relevant facts and circumstances available to it, including (if applicable) but not limited to (1) the benefits to the company, (2) the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, stockholder or executive officer, (3) the availability of other sources for comparable products or services, (4) the terms of the transaction, and (5) the terms available to unrelated third parties or to employees generally. No member of the audit committee will participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The audit committee will approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the company and its stockholders, as the audit committee determines in good faith.

Certain transactions between the company and its officers, directors, nominees for directors and their associates

Since 1984, one of our subsidiaries, or its predecessor, has formed employee-limited partnerships for investment by our employees and directors. The limited partnerships participate with Unit Petroleum Company, a subsidiary of ours, in its exploration and production operations.

Investment in these programs is offered, where allowed under applicable law, to all of our full time salaried employees who satisfy certain financial and other qualification requirements.

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Over the years, certain of our named executive officers and directors have invested in these employee programs. The following table shows their investments in the 2006 and 2007 employee programs.

AGGREGATE OF DIRECT OR INDIRECT INVESTMENT		
Officer/Director	2006 Employee Program(\$)	2007 Employee Programs(\$)
John G. Nikkel	200,000	250,000
King P. Kirchner	40,000	100,000
Don Cook	2,000	2,000
J. Michael Adcock	71,000	71,000
Larry D. Pinkston	20,000	20,000
John H. Williams	25,000	25,000
Gary R. Christopher	100,000	100,000
Bradford J. Guidry	5,000	5,000

REPORT OF THE AUDIT COMMITTEE

The SEC rules require that we include in our proxy statement a report from the audit committee of the board. The following report concerns the committee's activities regarding oversight of our financial reporting and auditing process.

In accordance with its written charter, the audit committee assists the board in fulfilling its responsibility for oversight of the quality and integrity of our accounting, auditing and financial reporting practices. During the year 2006, the committee met five times. The committee chair, as representative of the committee, discussed the interim financial information contained in each quarterly earnings announcement and Form 10-Q with the company's Chief Financial Officer and independent registered public accounting firm before public release.

The board and the audit committee believe that the audit committee's current member composition satisfies the rule of the NYSE that governs audit committee composition, including the requirement that audit committee members all be independent directors as that term is defined by applicable NYSE rule.

Our management has the primary responsibility for the financial statements and the reporting process including the systems of internal

controls. In fulfilling its oversight responsibilities, the committee reviewed the audited financial statements in our annual report on Form 10-K for 2006 with our management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The committee reviewed with our independent registered public accounting firm, who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the company's accounting principles and such other matters as are required to be discussed with the committee under generally-accepted auditing standards, including Statement on Auditing Standards No. 61. The committee has discussed with the independent registered public accounting firm the auditors' independence from management, including the implications of the SEC regulations regarding the provisions of non-audit services by the independent registered public accounting firm and determined that the provisions of the non-audit services were not inconsistent with the independent registered public accounting firm's status as an independent registered public accounting firm. In addition, the committee

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received the written disclosures and letter from the independent registered public accounting firm required by the Independence Standards Board, Standard No. 1.

The committee also reviewed the report of management contained in our annual report on Form 10-K for the year 2006 filed with the SEC, as well as PricewaterhouseCoopers LLP's Report of Independent Registered Public Accounting Firm (included in our annual report on Form 10-K). This report related to its audit of (i) the consolidated financial statements, (ii) management's assessment of the effectiveness of internal control over financial reporting and (iii) the effectiveness of internal control over financial reporting.

Based on review and discussions with management and the independent registered public accounting firm, the committee recommended to the board that the company's audited financial statements be included in its annual report on Form 10-K for the year ended December 31, 2006, for filing with the SEC.

Each member of the committee is financially literate, knowledgeable and qualified to review financial statements. The board has determined that Don Cook qualifies as an audit committee financial expert under the rules of the SEC.

Members of the Audit Committee:

Don Cook chairman

William B. Morgan

Gary R. Christopher

PRINCIPAL ACCOUNTANT FEES AND SERVICES

At its meeting currently scheduled to be held in April 2007, the audit committee intends to appoint PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2007.

Fees incurred for PricewaterhouseCoopers LLP

The following table shows the fees for professional audit services provided by PricewaterhouseCoopers LLP for the integrated audit of the company's annual financial statements for the years ended December 31, 2006 and 2005, and fees billed for other services during those years.

	2006	2005
	(\$)	(\$)

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Audit Fees ⁽¹⁾	541,000	525,000
Audit-Related Fees ⁽²⁾	88,500	164,635
Tax Fees ⁽³⁾	9,050	18,950
All Other Fees	-	-
Total	638,550	708,585

Notes to table:

- (1) *Audit fees represent fees for professional services provided in connection with the integrated audit of our financial statements and review of our quarterly financial statements and audit services provided in connection with the issuance of comfort letters, consents, and assistance with review of documents filed with the SEC.*
- (2) *Audit-related fees consisted primarily of services provided in connection with financing activities, consultations related to accounting and reporting standards and audits of an employee benefit plan and oil and gas partnerships.*
- (3) *For fiscal 2006 and 2005, respectively, tax fees principally included tax compliance fees of \$6,550 and \$11,550, and tax advice fees of \$2,500 and \$7,400.*

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Policy on audit committee pre-approval of audit and permissible non-audit services of independent auditor

Consistent with SEC policies regarding auditor independence, the audit committee has responsibility for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the audit committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

Before incurring the following, management will submit a list of services and related fees expected to be rendered during that year within each of the following four categories of services to the audit committee for approval:

1. *Audit* services include audit work performed on the financial statements, internal control over financial reporting, as well as work that generally only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters, statutory audits, and discussions surrounding the proper application of financial accounting and/or reporting standards.
2. *Audit-Related* services are for assurance and related services that are traditionally performed by the independent registered public accounting firm, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.
3. *Tax* services include all services, except those services specifically related to the audit of the financial statements performed by the independent registered public accounting firm's tax personnel, including tax analysis; assisting with coordination of execution of tax related activities, primarily in the area of corporate development; supporting other tax related regulatory requirements; and tax compliance and reporting.
4. *Other Fees* are those associated with services not captured in the other categories. The company generally doesn't request such services from the independent registered public accounting firm.

The audit committee pre-approves the independent registered public accounting firm's services within each category. The fees are budgeted and the audit committee requires the independent registered public accounting firm and management to report actual fees versus the budget periodically throughout the year. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval categories. In those instances, the audit committee requires specific pre-approval before engaging the independent registered public accounting firm.

The audit committee may (and has at various times in the past) delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the audit committee at its next scheduled meeting.

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2006, the following directors (none of whom was or had been an officer or employee of the company or any of its subsidiaries) served on the compensation committee: J. Michael Adcock, William B. Morgan, John H. Williams and Don Cook. There are no committee interlocks with other companies within the meaning of the SEC's rules during 2006.

As more fully discussed in RELATED PERSON TRANSACTIONS Certain transactions between the company and its officers, directors, nominees for director and their associates, certain directors and officers have, from time to time invested in limited partnerships that are formed and administered by one of the company's subsidiaries.

ITEMS TO BE VOTED ON

ITEM 1: Election of directors

Item 1 is the election of three directors to the board. Our Amended and Restated Certificate of Incorporation provides that the number of directors on our board may have may not be less than three nor more than ten. Our board currently is composed of nine members and is divided into three classes with each director serving for a three-year term. At each annual meeting, the term of one class expires. The term of service for those directors serving in Class II expires at this meeting.

We know of no reason why any nominee may be unable to serve as a director. If any nominee is unable to serve, your proxy may vote for another nominee proposed by the board, or the board may reduce the number of directors to be elected.

If any director resigns, dies or is otherwise unable to serve out his or her term, or the board increases the number of directors, the board may fill the vacancy or elect the new director.

Our nominating and governance committee has recommended, and the board has approved, the nominees listed below to stand for election. Each nominee has previously been elected by our stockholders. Information concerning each nominee and each continuing director is provided below.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF ELECTING THE THREE NOMINEES.

NOMINEES FOR DIRECTOR

Terms expiring	William B. Morgan	Mr. Morgan was elected a director of the company in 1988. Mr. Morgan is Executive Vice President and General Counsel of St. John Health System, Inc., Tulsa, Oklahoma, and the President of its principal for-profit subsidiary Utica Services, Inc. Prior to joining St. John, he was Partner in the law
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at 2007 annual
meeting

(Class II)

Age 62

Director

since 1988

firm of Doerner, Saunders, Daniel & Anderson, Tulsa, Oklahoma, and served as Adjunct Professor of Law at the University of Tulsa College of Law, where he taught Securities Regulation. During 1968 and 1969, he served as a United States Army Officer in Vietnam and was awarded several medals including the Bronze Star. Mr. Morgan has an undergraduate degree from Muhlenberg College, Allentown, Pennsylvania and a Juris Doctor from the University of Tulsa College of Law. Mr. Morgan is a member of numerous professional and Bar associations and various federal Bars including the United States Supreme Court. He has been listed in *Who's Who in American Law*, *Who's Who in American Education* and *The Best Lawyers in America*. Mr. Morgan is a Fellow of the American College of Healthcare Executives.

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John H. Williams Mr. Williams was elected a director of the company in December, 1988. Mr. Williams is engaged in personal investments and has been for more than five years. He was Chairman of the Board and Chief Executive Officer of The Williams Companies, Inc. before retiring in 1978 and continues to serve as an honorary director. Mr. Williams is a director of Apco Argentina, Inc. and also an honorary director of Willbros Group, Inc. He formerly served as a director of Petrolera Entre Lomas S.A. In addition, Mr. Williams is a member of the Tulsa Performing Arts Center Trust.

Age 88

Director

since 1988

Larry D. Pinkston Mr. Pinkston joined the company in December, 1981. He had served as Corporate Budget Director and Assistant Controller before being appointed Controller in February, 1985. In December, 1986, he was elected Treasurer and was elected to the position of Vice President and Chief Financial Officer in May, 1989. In August, 2003, he was elected to the position of President. He was elected a director by the board in January, 2004. In February, 2004, in addition to his position as President, he was elected to the office of Chief Operating Officer. Effective April 1, 2005, Mr. Pinkston was elected to the additional position of Chief Executive Officer. He holds a Bachelor of Science Degree in Accounting from East Central University of Oklahoma.

Age 52

Director

since 2004

CONTINUING DIRECTORS

Terms expiring at 2008 annual meeting **King P. Kirchner** Mr. Kirchner, a co-founder of the company, has been a director since 1963. He served as Unit's President until November, 1983, as its Chief Executive Officer until June 30, 2001, and served as the Chairman of the Board until July 31, 2003. Mr. Kirchner is a Registered Professional Engineer within the State of Oklahoma, having received degrees in Mechanical Engineering from Oklahoma State University and in Petroleum Engineering, with honors, from the University of Oklahoma. Following graduation, he was employed by Lufkin Manufacturing as a development engineer for hydraulic pumping units. Prior to co-founding Unit, he served in the U.S. Army during the Korean War and after that as vice-president engineering and operations for Woolaroc Oil Company.

Age 79

Director

since 1963

(Class III)

Don Cook Mr. Cook has served as a director since the company's inception. He was a partner in the accounting firm of Finley & Cook, Shawnee, Oklahoma, from 1950 until 1987, when he retired. Mr. Cook has been designated by the company's board of directors as the audit committee's financial expert.

Age 82

Director since 1963

J. Michael Adcock Mr. Adcock was elected a director in December, 1997. He is an attorney and is currently a Co-trustee of the Don Bodard Trust, which is a private business trust that deals in real estate, oil and natural gas properties and other equity investments. He is Chairman of the Board of Arvest Bank, Shawnee, and a director of Community Health Partners, Inc. Between 1997 and September, 1998 he was the Chairman of the Board of Ameribank and President and Chief Executive Officer of American National Bank and Trust Company of Shawnee, Oklahoma, and Chairman of AmeriTrust Corporation, Tulsa, Oklahoma. Prior to holding these positions, he was engaged in the private practice of law and served as General Counsel for Ameribank Corporation.

Age 58

Director

since 1997

CONTINUING DIRECTORS

Terms expiring 2009 **John G. Nikkel** Mr. Nikkel joined the company as its President, Chief Operating Officer and a director in 1983. He was elected its Chief Executive Officer in July, 2001 and Chairman of the Board in August, 2003. Mr. Nikkel retired as an employee and as the Chief Executive Officer of the company on April 1, 2005. He currently holds the position of Chairman of the Board. From 1976 until January, 1982 when he co-founded Nike Exploration Company, Mr. Nikkel was an officer and director of Cotton Petroleum Corporation, serving as the President of Cotton from 1979 until his departure. Before joining Cotton, Mr. Nikkel was

Age 72

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annual Director employed by Amoco Production Company for 18 years, last serving as Division Geologist for Amoco's
meeting since 1983 Denver Division. Mr. Nikkel presently serves as President and a director of Nike Exploration Company, a
(Class I) family owned oil and gas

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	investment company. From August 16, 2000 until August 23, 2002 Mr. Nikkel, in connection with the company's investment in that company, also served as a director of Shenandoah Resources Ltd., a Canadian company. Shenandoah Resources Ltd. filed for creditors' protection under The Companies Creditor Arrangement Act in April 2002 with the Court of Queen's Bench of Alberta, Judicial District of Calgary. Mr. Nikkel received a Bachelor of Science degree in Geology and Mathematics from Texas Christian University.
Robert J. Sullivan Jr.	Mr. Robert J. Sullivan Jr. is a Principal with Sullivan and Company LLC, a family-owned independent oil and gas exploration and production company founded in 1958. He is also the Founder (1989) and served as Chairman and Chief Executive Officer of Lumen Energy Corporation prior to its sale in 2004. Mr. Sullivan was appointed to Oklahoma Governor Frank Keating's Cabinet as Secretary of Energy in March, 2002. He received a BBA from the University of Notre Dame, and a MBA from the University of Michigan. Mr. Sullivan is a board Member of the Oklahoma Independent Petroleum Association, Oklahoma Energy Resources Board, St. John Medical Center, St. Joseph Residence, University of Notre Dame Alumni Association, and former Board Member of Catholic Charities and Gatesway Foundation. He also is Trustee for the Monte Cassino Endowment Trust, a Member of the University of Notre Dame, Graduate School Advisory Council and Past Chairman of the following School Boards: Cascia Hall Preparatory School; Monte Cassino School and School of St. Mary.
Age 61	
Director since 2005	
Gary R. Christopher	Mr. Gary R. Christopher is engaged in personal investments and consulting. Between August, 1999 and January, 2004, he served as President and Chief Executive Officer of PetroCorp Incorporated (a public oil and gas exploration company), and from March 1996 to August 1999 he served as the Acquisition Coordinator of Kaiser-Francis Oil Company. His other past professional experience includes serving as Vice President of Acquisitions for Indian Wells Oil Company, Senior Vice President and Manager of the Energy Lending Division of First National Bank of Tulsa and from 1991 to 1996 Senior Vice President and Manager of Energy Lending for Bank of Oklahoma. Previous to that, Mr. Christopher worked for Amerada Hess Corporation as a Reservoir Engineer and for Texaco, Inc. as a Production Engineer. Mr. Christopher is a member of the Society of Petroleum Engineers, Society of Petroleum Evaluation Engineers, and the Oklahoma Independent Petroleum Association. Mr. Christopher received a B.S. degree in Petroleum Engineering from the University of Missouri at Rolla. Mr. Christopher is a past Director of the Petroleum Club of Tulsa, Middle Bay Oil Company, Three Tech Energy, PetroCorp Incorporated and a present Director of the Summit Bank of Oklahoma.
Age 57	
Director since 2005	

The following table identifies our executive officers who are not directors as well as certain executive officers of our subsidiaries.

Name and Age as of the 2007 Annual Meeting	Position, Principal Occupation, Business Experience and Directorships
Mark E. Schell Age 50	Senior Vice President, General Counsel and Secretary
David T. Merrill Age 46	Chief Financial Officer and Treasurer
John Cromling Age 59	Executive Vice President of Unit Drilling Company
Bradford J. Guidry Age 51	Senior Vice President of Unit Petroleum Company
Robert H. Parks Jr. Age 52	Manager of Superior Pipeline Company, L.L.C.

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ITEM 2: Ratification of appointment of independent registered public accounting firm

Our audit committee expects to appoint PricewaterhouseCoopers LLP as our independent registered public accounting firm for our 2007 fiscal year at the committee's next meeting currently scheduled to be held in April, 2007. We are asking you to ratify and approve that action. A representative of PricewaterhouseCoopers LLP, will attend the annual meeting, will have the opportunity to make a statement if he or she desires to do so and will be available to answer appropriate questions.

Although the law does not require this ratification, the audit committee believes that you should be given the opportunity to express

your views on this matter. However, even if you ratify the selection, the audit committee may still appoint a new independent registered public accounting firm at any time if it believes that such change would be in the best interest of the company and its stockholders. Failure to ratify this selection is not binding on the audit committee. However, if our stockholders do not ratify this selection, the audit committee will reconsider the appointment.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL, WHICH VOTE WILL ACT TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP.

OTHER MATTERS

Section 16(a) beneficial ownership reporting compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and officers and persons who own more than 10% of a registered class of our equity securities to file initial reports of ownership and reports of changes in ownership with the SEC. These persons are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on a review of the copies of this forms furnished to us, we believe that during 2006 all Section 16(a) filing requirements applicable to our reporting persons were complied with.

Matters which may come before the meeting

The board does not intend to bring any other matters before the meeting, nor do we know of any matters that other persons intend to bring before the meeting. However, should other matters not mentioned in this proxy statement properly come before the meeting, the persons named in the accompanying proxy card will vote on them in accordance with their best judgment.

2007 stockholder proposals or nominations

Stockholder proposals:

For a stockholder proposal to be considered for inclusion in the company's proxy statement for next year's annual meeting, the written proposal must be received by our Corporate Secretary at our principal executive offices no later than November 29, 2007. If the date of next year's annual meeting is moved more than 30 days before or after the anniversary date of this year's annual meeting, the deadline for inclusion of proposals in the company's proxy statement is instead a reasonable time before the company begins to print and mail its proxy materials. These proposals also

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will need to comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary

Unit Corporation

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

Fax: (918) 493-7711

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For a stockholder proposal that is not intended to be included in the company's proxy statement under Rule 14a-8, the stockholder must deliver a proxy statement and form of proxy to holders of a sufficient number of shares of the company common stock to approve that proposal, provide the information required by the bylaws of the company and give timely notice to the Corporate Secretary of the company in accordance with the bylaws of the company, which, in general, require that the notice be received by the Corporate Secretary of the company:

Not earlier than the close of business on January 2, 2008, and

Not later than the close of business on February 1, 2008.

If the date of the stockholder meeting is moved more than 30 days before or 70 days after the anniversary of the company's annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in the company's proxy statement under Rule 14a-8 must be received no earlier than the close of business 120 days before the meeting and no later than the close of business on the later of the following two dates:

90 days before the meeting; and

10 days after public announcement of the meeting date.

Nomination of director candidates:

You may propose director candidates for consideration by the board's nominating and governance committee. Any recommendation should include the nominee's name and qualifications for board membership and should be directed to our Corporate Secretary at the address of our principal executive offices set forth above. In addition, our bylaws permit a stockholder to nominate directors for election at an annual stockholder meeting. To nominate a director, a stockholder must deliver a proxy statement and form of proxy to holders of a sufficient number of our shares of common stock to elect the nominee and provide the information required by our bylaws, including a statement by the stockholder identifying (i) the name and address of the stockholder, as they appear on the company's books, and of such

beneficial owner, (ii) the class and number of shares of our common stock which are owned beneficially and of record by the stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of shares of our common stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the nomination, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (A) to deliver a proxy statement and/or form a proxy to holders of at least the percentage of our common stock required to elect the nominee and/or (B) otherwise to solicit proxies from stockholders in support of the nomination. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our bylaws, which, in general, require that the notice be received by the Corporate Secretary within the time period described above under "Stockholder Proposals."

Communicating with us

From time to time, we receive calls from stockholders asking how they can communicate with us. The following communication options are available.

If you would like to receive information about the company:

Our home page on the Internet, located at <http://www.unitcorp.com>, gives you access to certain information regarding the company. This site contains our press releases, financial information and stock quotes, as well as our SEC filings. An online version of this proxy statement is also located on the site.

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If you would like to contact us, please call our Investor Relation Department at (918) 493-7700, or send your correspondence to the following address:

Unit Corporation

Investor Relations

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

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Form 10-K annual report to the SEC

COPIES OF OUR ANNUAL REPORT (FORM 10-K) FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006, AS FILED WITH THE SEC, MAY BE OBTAINED WITHOUT CHARGE BY WRITING TO: MARK E. SCHELL, SECRETARY, UNIT CORPORATION, 7130 S. LEWIS, SUITE 1000, TULSA, OKLAHOMA 74136.

Incorporated by reference

To the extent that this proxy statement is incorporated by reference into any other filing by us under the Securities Act of 1933, as

amended, or the Securities Exchange Act of 1934, as amended, the sections of this proxy statement entitled Compensation Committee Report and Audit Committee Report (to the extent permitted by the rules of the SEC), will not be deemed incorporated unless specifically provide otherwise in such filing. Information contained on or connected to our website is not incorporated by reference into this proxy statement and should not be considered part of this proxy statement or any other filing that we make with the SEC.

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