

KNEALE JAMES C
Form 4
October 27, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KNEALE JAMES C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2004

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

(Street)
TULSA, OK 74013

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock, par value \$0.01	10/25/2004		M		2,782	A	\$ 21.265 36,434	D
Common Stock, par value \$0.01	10/25/2004		F		2,248	D	\$ 26.31 34,186	D
Common Stock, par value	10/25/2004		F		176	D	\$ 26.31 34,010	D

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\$0.01							
Common Stock, par value	10/25/2004	M	9,606	A	\$ 21.0938	43,616	D
\$0.01							
Common Stock, par value	10/25/2004	F	7,701	D	\$ 26.31	35,915	D
\$0.01							
Common Stock, par value	10/25/2004	F	630	D	\$ 26.31	35,285	D
\$0.01							
Common Stock, par value	10/25/2004	M	22,250	A	\$ 22.31	57,535	D
\$0.01							
Common Stock, par value	10/25/2004	F	18,867	D	\$ 26.31	38,668	D
\$0.01							
Common Stock, par value	10/25/2004	F	1,119	D	\$ 26.31	37,549	D
\$0.01							
Common Stock, par value	10/25/2004	M	3,216	A	\$ 20.885	40,765	D
\$0.01							
Common Stock, par value	10/25/2004	F	2,552	D	\$ 26.31	38,213	D
\$0.01							
Common Stock, par value	10/25/2004	F	219	D	\$ 26.31	37,994	D
\$0.01							
Common Stock, par value	10/25/2004	M	4,332	A	\$ 20.885	42,326	D
\$0.01							
Common Stock, par value	10/25/2004	F	3,438	D	\$ 26.31	38,888	D
\$0.01							

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Common Stock, par value \$0.01	10/25/2004	F	295	D	\$ 26.31	38,593	D	
Common Stock, par value \$0.01	10/25/2004	M	2,860	A	\$ 20.385	41,453	D	
Common Stock, par value \$0.01	10/25/2004	F	2,215	D	\$ 26.31	39,238	D	
Common Stock, par value \$0.01	10/25/2004	F	213	D	\$ 26.31	39,025	D	
Common Stock, par value \$0.01	10/25/2004	M	551	A	\$ 20.385	39,576	D	
Common Stock, par value \$0.01	10/25/2004	F	426	D	\$ 26.31	39,150	D	
Common Stock, par value \$0.01	10/25/2004	F	41	D	\$ 26.31	39,109	D	
Common Stock, par value \$0.01						24,218	I	Restricted
Common Stock, par value \$0.01						480	I	by Daughter <u>(1)</u>
Common Stock, par value \$0.01						3,821	I	by Spouse <u>(2)</u>
Common Stock, par value \$0.01						33,476	I	by Thrift Plan

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 20.385	10/25/2004		M		551	(3) 10/16/2007	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 20.385	10/25/2004		M		2,860	(4) 10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 20.885	10/25/2004		M		3,216	(5) 10/10/2006	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 20.885	10/25/2004		M		4,332	(6) 10/15/2008	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 21.09	10/25/2004		M		9,606	(3) 10/16/2007	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 21.27	10/25/2004		M		2,782	(7) 11/16/2005	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 22.31	10/25/2004		M		22,250	(8) 01/18/2011	Common Stock, par value \$0.01
	\$ 26.31	10/25/2004		A		2,248	(9) 11/16/2005	

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The reporting person disclaims beneficial ownership of the shares owned indirectly by his daughter.
- (2) The reporting person disclaims ownership of the shares indirectly owned by his spouse.
- (3) This option vested in full on 10/16/98, one year after the date of grant.
- (4) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning on 10/21/00.
- (5) This option vested in full on 10/10/97, one year after the date of grant.
- (6) This option vests in four equal annual installments beginning on October 15, 1999.
- (7) This option vested in full on 11/16/96, one year after the date of grant.
- (8) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/18/02.
- (9) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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