

ONE Gas, Inc.
Form 4
February 19, 2015

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 *
Lawhorn Caron A

(Last) (First) (Middle)
15 E. 5TH STREET
(Street)
TULSA, OK 74103
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONE Gas, Inc. [OGS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
See Remarks

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$0.01 | 02/17/2015 | | M | | 61,605 (1) | A | \$ 41.4 (1) |
| Common stock, par value \$0.01 | 02/17/2015 | | F | | 26,930 (1) | D | \$ 41.4 (1) |
| Common stock, par value \$0.01 | 02/17/2015 | | M | | 8,976 (2) | A | \$ 41.4 (2) |
| Common stock, par | 02/17/2015 | | F | | 3,003 (2) | D | \$ 41.4 |

value \$0.01

(2)

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Units 2012 | <u>(1)</u> | 02/17/2015 | | M | | 61,605 | <u>(1)</u> <u>(1)</u> Common stock, par value \$0.01 | 61,605 |
| Restricted Units 2012 | <u>(2)</u> | 02/17/2015 | | M | | 8,976 | <u>(2)</u> <u>(2)</u> Common stock, par value \$0.01 | 8,976 |
| Performance Units 2015 | <u>(3)</u> | 02/17/2015 | | A | | 7,725 | <u>(3)</u> <u>(3)</u> Common stock, par value \$0.01 | 7,725 |
| Restricted Units 2015 | <u>(4)</u> | 02/17/2015 | | A | | 1,925 | <u>(4)</u> <u>(4)</u> Common stock, par value \$0.01 | 1,925 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawhorn Caron A 15 E. 5TH STREET TULSA, OK 74103 | | | See Remarks | |

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Caron A. Lawhorn

02/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). In connection with the Distribution, performance units were awarded under ONE Gas' Equity Compensation Plan, pursuant to that certain Employee Matters Agreement by and between ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"). The award vested on February 15, 2015, and was certified by the Board of Directors on February 17, 2015. A portion of the award, or 12,423 performance units, vested in an amount equal to 150% of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award vested in an amount equal to the number of performance units awarded. The award was payable one share of ONE Gas' common stock for each vested performance unit.

(2) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award vested on February 15, 2015. The award was payable one share of ONE Gas' common stock for each vested restricted unit.

(3) Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 17, 2018, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

(4) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on February 17, 2018. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

Remarks:

Senior Vice President, Commercial

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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