

ONEOK INC /NEW/
Form 4
January 17, 2014

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 *
SPENCER TERRY K

(Last) (First) (Middle)
100 W. FIFTH STREET
(Street)

TULSA, OK 74103
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	01/15/2014		M		11,500	A	\$ 64.52
Common Stock, par value \$0.01	01/15/2014		F		3,814	D	\$ 64.52
Common Stock, par value \$0.01	01/15/2014		M		92,000	A	\$ 64.52

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Common Stock, par value \$.01	01/15/2014	F	42,841	D	\$ 64.52	206,667.3368	D	
Common Stock, par value \$.01	01/16/2014	A ⁽¹⁾	2	A	\$ 66.57	206,669.3368	D	
Common Stock, par value \$.01						17,135.448	I	by Thrift Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Units 2011	<u>(2)</u>	01/15/2014		M	46,000	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$.01	46,000
Restricted Units 2011	<u>(3)</u>	01/15/2014		M	11,500	<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.01	11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				PRESIDENT

SPENCER TERRY K
100 W. FIFTH STREET
TULSA, OK 74103

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Terry K.
Spencer

01/17/2014

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

Performance units awarded on February 17, 2011, under the Issuer's Equity Compensation Plan. This award vested effective January 15,

(2) 2014, for 200% of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. These performance units were payable one share of the Issuer's common stock for each vested performance unit.

(3) Restricted units awarded on February 17, 2011, under the Issuer's Long Term Incentive Plan. This award vested effective January 15, 2014. These restricted units were payable one share of the Issuer's common stock for each vested restricted unit.

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

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