#### FORD WILLIAM L Form 4

December 22, 2008

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

**OMB** 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires: 2005

7. Nature of

Ownership

(Instr. 4)

Indirect

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FORD WILLIAM L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ONEOK INC /NEW/ [OKE]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

100 W. FIFTH STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

12/18/2008

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

**TULSA, OK 74103** 

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 4 5. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Security or Exercise Code of (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security (Instr. 5)

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	Derivative Security				Ac (A) Dis	ecurities equired (A) or isposed (D) estr. 3,					
			Cc	ode V	4, :	and 5)		Expiration Date		Amount or Number of Shares	
Phantom Stock	(1)	12/18/2008	A	(2)	53	3	(3)	(3)	Common Stock, par value \$.0.01	53	\$ 28.215

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FORD WILLIAM L 100 W. FIFTH STREET TULSA, OK 74103	X						

## **Signatures**

By: Eric Grimshaw, Attorney in Fact For: William L.Ford 12/22/2008

\*\*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) Shares of phantom stock are convertible into Issuer common stock on a 1-for-1 ratio.
  - Board and/or Board Committee meeting fees elected to be deferred to phantom stock under the Issuer's Deferred Compensation Plan for
- (2) Non-Employee Directors and to be issued at determination date upon reporting person's retirement under the Issuer's Equity Compensation Plan.
- (3) Phantom stock is accrued under the Issuer's Deferred Compensation Plan for Non-Employee Directors and is settled in shares of Issuer common stock at determination date upon the reporting person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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