ONEOK INC /NEW/ Form 4

January 22, 2008

## FORM 4

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

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ONEOK INC /NEW/ [OKE]

(Check all applicable)

(First) (Middle) (Last)

(Month/Day/Year) 01/17/2008

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

(Instr. 8)

3. Date of Earliest Transaction

President & COO / President & COO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

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

**TULSA, OK 74103** 

1. Title of

Security

(Instr. 3)

100 W. FIFTH STREET

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

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

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

(Month/Day/Year)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Disp (D) (Instr. 3 and 5)	osed of				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2008	<u>(1)</u>	01/17/2008		A	25,00	0	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01	25,000
Restricted Units 2008	(2)	01/17/2008		A	6,000	)	<u>(2)</u>	(2)	Common Stock, par value \$.0.01	6,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KNEALE JAMES C 100 W. FIFTH STREET TULSA, OK 74103

President & COO President & COO

Date

## **Signatures**

By: Eric Grimshaw, Attorney in Fact For: James C. Kneale

01/22/2008

\*\*Signature of Reporting Person

# **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).

selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

- Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 17, 2011, for a percentage (0% to (1) 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a
- (2) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 17, 2011, and is 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. 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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