

MARTINOVICH ROBERT F
 Form 4
 February 22, 2019

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 *
 MARTINOVICH ROBERT F

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 W. FIFTH STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/20/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CHIEF ADMIN OFFICER

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

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | | | | | | | |
|------------|------------------------------|------------------|------------|--|------------|-----|------------------|-----------------|--------------------------------|----------------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| PSU 2019 | (1) | 02/20/2019 | A | | 8,800 | | (1) | (1) | Common Stock, par value \$0.01 | 8,800 | \$ 68 | |
| RSU 2019 | (2) | 02/20/2019 | A | | 2,200 | | (2) | (2) | Common Stock, par value \$0.01 | 2,200 | \$ 68 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTINOVICH ROBERT F 100 W. FIFTH STREET TULSA, OK 74103 | | | EVP & CHIEF ADMIN OFFICER | |

Signatures

By: Eric Grimshaw, Attorney--in-Fact For: Robert F. Martinovich 02/22/2019

__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) Performance units awarded under the Issuer's Equity Incentive Plan. The award will vest on February 20, 2022, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder 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, including additional performance units resulting from dividend equivalents.

(2) Restricted units awarded under the Issuer's Equity Incentive Plan. The award vests on February 20, 2022. 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, including additional restricted units resulting from dividend equivalents.

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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