

ONEOK INC /NEW/
Form 4
February 23, 2016

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)
02/20/2016

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 & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 ⁽¹⁾ | 02/20/2016 | | M | | 6,191.3664 | A | \$ 20.4835 |
| Common Stock, par value \$0.01 | 02/20/2016 | | F | | 2,050 | D | \$ 20.4835 |
| Common Stock, par value \$0.01 | 02/20/2016 | | M | | 983.6628 | A | \$ 20.4835 |

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| | | | | | | | | |
|--|------------|---|-----|---|---------------|------------|---|-------------------|
| Common Stock, par value \$.01 | 02/20/2016 | F | 318 | D | \$ 20.4835 | 20,741.791 | D | |
| Common Stock, par value \$.01 | | | | | | 20,741.791 | I | by Thrift Plan |

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

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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 Underlying Security (Instr. 3 and 4) | Amount Number Shares | |
|---|--|---|---|--------------------------------------|---|--|--|--|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Units 2013 | (1) | 02/20/2016 | | M | 23,221.8879 | (1) | (1) | Common Stock, par value \$.01 | 23, |
| Performance Units 2013-2 | (1) | 02/20/2016 | | M | 3,666.133 | (1) | (1) | Common Stock, par value \$.01 | 3, |
| Restricted Units 2013 | (2) | 02/20/2016 | | M | 6,191.3664 | (2) | (2) | Common Stock, par value \$.01 | 6, |
| Restricted Units 2013-2 | (2) | 02/20/2016 | | M | 983.6628 | (2) | (2) | Common Stock, par value \$.01 | 9 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

PRESIDENT & CEO

Signatures

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

02/23/2016

__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 Compensation Plan. The award, including dividend equivalents, vested on February 20, 2016, at less than the 25th percentile for the Issuer's total stockholder return compared to the total stockholder return of a selected peer group, resulting in no shares being issued to the reporting person.

(2) Restricted units awarded under the Issuer's Long-Term Incentive Plan. The award vested on February 20, 2016. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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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