

SWORDS SHERIDAN C
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
SWORDS SHERIDAN C

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)
02/17/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP NGL

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01	02/17/2019		M		5,377.2248	A	\$ 5,377.2248	139,699.7135 D
Common Stock, par value \$0.01	02/17/2019		F		2,436	D	\$ 67.6	137,263.7135 D
Common Stock, par value \$0.01	02/17/2019		M		49,340.5264	A	\$ 67.6	186,604.2399 D

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Common
 Stock, par value \$0.01
 02/17/2019 F 21,882 D \$ 67.6 164,722.2399 D

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 of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PSU 2016	(1)	02/17/2019		M	24,670.2635	(1) (1)	Common Stock, par value \$0.01	24,670.	
RSU 2016	(2)	02/17/2019		M	5,377.2248	(2) (2)	Common Stock, par value \$0.01	5,377.	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWORDS SHERIDAN C 100 W. FIFTH STREET TULSA, OK 74103			SVP NGL	

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Sheridan C. Swords 02/20/2019

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).

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Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 17, 2019, at 200% of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group.

- (1) 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 shares were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 17, 2019. During the 3-year vesting

- (2) 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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