

ONE Gas, Inc.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
DINAN CURTIS

(Last) (First) (Middle)
100 W. 5TH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONE Gas, Inc. [OGS]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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)

See Remarks

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	01/31/2014		J ⁽¹⁾		26,935 <u>(1)</u>	A	<u>(1)</u> 26,935	D	
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾		4,468 <u>(1)</u>	A	<u>(1)</u> 4,468	I	by ONEOK, Inc. Thrift Plan
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾		1,300 <u>(1)</u>	A	<u>(1)</u> 1,300	I	by Spouse <u>(2)</u>

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

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(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 (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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2012	(3)	02/18/2014		A		55,393		(3)	(3)	Common stock, par value \$0.01	55,393
Performance Units 2013	(4)	02/18/2014		A		22,977		(4)	(4)	Common stock, par value \$0.01	22,977
Performance Units 2014	(5)	02/18/2014		A		12,050		(5)	(5)	Common stock, par value \$0.01	12,050
Restricted Units 2012	(6)	02/18/2014		A		8,976		(6)	(6)	Common stock, par value \$0.01	8,976
Restricted Units 2013	(7)	02/18/2014		A		4,376		(7)	(7)	Common stock, par value \$0.01	4,376
Restricted Units 2014	(8)	02/18/2014		A		3,025		(8)	(8)	Common stock, par value \$0.01	3,025
Performance Units	(9)	01/31/2004		J(1)(9)		48,738		(9)	(9)	Common stock, par value \$0.01	48,738

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINAN CURTIS 100 W. 5TH STREET TULSA, OK 74103				See Remarks

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Curtis L. Dinan 02/20/2014

__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).
- On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). As a result of the Distribution, the reporting
- (1) person received one share of ONE Gas common stock for every four shares of ONEOK common stock held on the record date for the Distribution, January 21, 2014, or a total of 32,703 shares (including those indirectly held) of ONE Gas common stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9.
 - (2) The reporting person disclaims beneficial ownership of the shares held indirectly by his spouse.

Performance units awarded under ONE Gas' Equity Compensation Plan, pursuant to that certain Employee Matters Agreement by and between ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"), entered into in connection with the Distribution. The award will vest on February 15, 2015, a portion of which, or 12,423 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. The award will be payable one share of ONE Gas' common stock for each vested performance unit.

Performance units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016, a portion of which, or 11,943 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared
 - (4) to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. During the 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 ONE Gas' common stock for each vested performance unit and dividend equivalent.
 - (5) Performance units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017, for a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. During the 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 ONE Gas' common stock for each vested performance unit and dividend equivalent.
 - (6) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 15, 2015. The award will be payable one share of ONE Gas' common stock for each vested restricted unit.
 - (7) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016. During the 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 ONE Gas' common stock for each vested restricted unit and dividend equivalent.
 - (8) Restricted units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017. During the 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 ONE Gas' common stock for each

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vested restricted unit and dividend equivalent.

- (9) Performance units received as a result of the Distribution pursuant to the Employee Matters Agreement. These performance units were received due to the reporting person's deferral of ONEOK performance units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.

Remarks:

Senior Vice President, Chief Financial Officer and Treasurer

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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