

KNEALE JAMES C
Form 4
January 21, 2009

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 *
KNEALE JAMES 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)
01/19/2009

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
President & COO / President & COO

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 | 01/19/2009 | | M | | 10,000 A \$ 28.695 | 137,123 | D |
| Common Stock, par value \$0.01 | 01/19/2009 | | F | | 3,495 D \$ 28.695 | 133,628 | D |
| Common Stock, par value \$0.01 | 01/19/2009 | | M | | 17,500 A \$ 28.695 | 151,128 | D |

Edgar Filing: KNEALE JAMES C - Form 4

| | | | | | | | | |
|--|------------|---|-------|---|--------------|---------|---|-------------------------|
| Common Stock, par value \$.0.01 | 01/19/2009 | F | 6,116 | D | \$ 28.695 | 145,012 | D | |
| Common Stock, par value \$.0.01 | | | | | | 3,206 | I | by Spouse <u>(1)</u> |
| Common Stock, par value \$.0.01 | | | | | | 40,556 | I | by Thrift Plan |

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 (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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Units | <u>(2)</u> | 01/19/2009 | | M | 17,500 | <u>(2)</u> | <u>(2)</u> | Common Stock, par value \$.0.01 | 17,500 |
| Restricted Units 2006 | <u>(3)</u> | 01/19/2009 | | M | 10,000 | <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$.0.01 | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-----------------|
| | Director | 10% Owner | Officer | Other |
| | | | President & COO | President & COO |

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

Signatures

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

01/21/2009

__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) The reporting person disclaims ownership of the shares indirectly owned by his spouse.

Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on January 19, 2009, at 100% of the

(2) performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

(3) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 19, 2009, 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.