

KYLE DAVID L
Form 4
May 13, 2010

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 *
KYLE DAVID L

(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)
05/11/2010

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)

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	05/11/2010		M		27,268	A	\$ 16.88
Common Stock, par value \$0.01	05/11/2010		S		27,268	D	\$ 49.0203 (1)
Common Stock, par value \$0.01	05/12/2010		M		22,732	A	\$ 16.88

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Common Stock, par value \$0.01	05/12/2010	S	22,732	D	\$ 49.2119 <u>(1)</u>	199,885	D	
Common Stock, par value \$0.01						1,700	I	By Step-Son
Common Stock, par value \$0.01						51,071	I	IRA
Common Stock, par value \$0.01						7,200	I	Kyle Family Trusts <u>(2)</u>
Common Stock, par value \$0.01						1,700	I	by Son
Common Stock, par value \$0.01						81,093	I	by Spouse

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16.88	05/11/2010		M	27,268 <u>(3)</u>	<u>(3)</u> 02/20/2013	Common Stock, par value	27,268

Non-Qualified Stock Option (right to buy)	\$ 16.88	05/12/2010	M	22,732 (3)	(3)	02/20/2013	\$0.01 Common Stock, par value \$0.01	22,7
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KYLE DAVID L 100 W. FIFTH STREET TULSA, OK 74103	X			

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: David L.
Kyle

05/13/2010

**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 prices reported in Column 4 are weighted average prices. On 5/11/2010 shares were sold in multiple transactions at prices ranging from \$49.0000 to \$49.0900, inclusive, and on 5/12/2010 shares were sold in multiple transactions at prices ranging from \$48.8300 to \$49.5200. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) These shares are held in four trusts for the benefit of the reporting person's children. The reporting person or the reporting person's spouse is trustee of these trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vested in three equal annual installments beginning 02/20/04.

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.