

ONE Gas, Inc.
Form 4
February 20, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
MOORE PATTYE L

(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)

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)
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾	450 ⁽¹⁾ A <u>1</u>	450	D	
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾	50 ⁽¹⁾ A <u>1</u>	50	I	by MPML, L.L.C. ⁽²⁾

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)

Edgar Filing: ONE Gas, Inc. - Form 4

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	(3)	01/31/2014		J ⁽¹⁾	20,018 (1)	(5) (5)	Common stock, par value \$0.01	20,018 (1)
Phantom Stock	(3)	02/18/2014		A ⁽⁴⁾	2,563	(5) (5)	Common stock, par value \$0.01	2,563 \$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE PATTY L 100 W. 5TH STREET TULSA, OK 74103			X	

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Pattye L. Moore 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 500 shares (including those indirectly held) of ONE Gas common stock and a total of 20,018 shares of ONE Gas phantom stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9.
 - (2) The reported securities are held by MPML, L.L.C., an Oklahoma limited liability company, which is owned by the reporting person and her spouse.
 - (3) Shares of phantom stock are convertible into ONE Gas' common stock on a 1-for-1 ratio.
 - (4)

Edgar Filing: ONE Gas, Inc. - Form 4

Annual cash and/or stock retainer elected to be deferred to phantom stock under ONE Gas' Deferred Compensation Plan for Non-Employee Directors.

- (5) Phantom stock is accrued under ONE Gas' Deferred Compensation Plan for Non-Employee Directors (the "Plan") and is settled in shares of ONE Gas common stock at the distribution date described in the Plan.

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.