

ONEOK INC /NEW/  
Form 4  
February 18, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
MARTINOVICH ROBERT F

(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)  
02/15/2015

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)  
EXECUTIVE VP COMMERCIAL

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 \$.01   | 02/15/2015                           |  | M                              |   | 7,000   | A  | \$ 47.685   |
| Common Stock, par value \$.01   | 02/15/2015                           |  | F                              |   | 2,330   | D  | \$ 47.685   |
| Common Stock, par value \$.01   | 02/15/2015                           |  | M                              |   | 1,120   | A  | \$ 47.685   |

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|                                |            |   |        |   |           |              |   |                |
|--------------------------------|------------|---|--------|---|-----------|--------------|---|----------------|
| Common Stock, par value \$0.01 | 02/15/2015 | F | 366    | D | \$ 47.685 | 139,099.1168 | D |                |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 25,200 | A | \$ 47.685 | 164,299.1168 | D |                |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 10,208 | D | \$ 47.685 | 154,091.1168 | D |                |
| Common Stock, par value \$0.01 | 02/15/2015 | M | 4,032  | A | \$ 47.685 | 158,123.1168 | D |                |
| Common Stock, par value \$0.01 | 02/15/2015 | F | 1,904  | D | \$ 47.685 | 156,219.1168 | D |                |
| Common Stock, par value \$0.01 |            |   |        |   |           | 1,182        | I | IRA            |
| Common Stock, par value \$0.01 |            |   |        |   |           | 10,333.229   | I | by Thrift Plan |

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   | (1) | 02/15/2015 | M | 28,000 | (1) | (1) | Common Stock, par value \$0.01 | 28,000    |
| Performance Units 2012-2 | (2) | 02/15/2015 | M | 4,480  | (2) | (2) | Common Stock, par value \$0.01 | 4,480     |
| Restricted Units 2012    | (3) | 02/15/2015 | M | 7,000  | (3) | (3) | Common Stock, par value \$0.01 | 7,000     |
| Restricted Units 2012-2  | (4) | 02/15/2015 | M | 1,120  | (4) | (4) | Common Stock, par value \$0.01 | 1,120     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| MARTINOVICH ROBERT F<br>100 W. FIFTH STREET<br>TULSA, OK 74103 |               |           | EXECUTIVE VP<br>COMMERCIAL |       |

## Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Robert F. Martinovich

02/18/2015

\_\_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) Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 15, 2015, at 90% of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of the Issuer's common stock for each vested performance unit.

(2) Performance units awarded under the Issuer's Equity Compensation Plan to preserve the value of the 2012 performance units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015, at 90% percent of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. The award was payable one share of the Issuer's common stock for each vested performance unit.

(3) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 15, 2015, and was payable one share of the Issuer's common stock for each vested restricted unit.

(4) Restricted units awarded under the Issuer's Long-Term Incentive Plan to preserve the value of the 2012 restricted units held by the reporting person at the time of the separation of the Issuer's natural gas distribution business into ONE Gas, Inc. These additional units vested following completion of the original vesting period on February 15, 2015. The award was payable one share of the Issuer's

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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.

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