

ONE Gas, Inc.  
Form 4  
February 23, 2016

**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 \*  
NORTON PIERCE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

15 E. 5TH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Remarks

(Street)

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

TULSA, OK 74103

(City) (State) (Zip)

**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 Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |  |         |   |  |
| Common stock, par value \$0.01  | 02/22/2016                           |  | M                              |   | 50,717<br>(1) (2)   | A  | \$ 58.36<br>(1) (2)                        | 151,752 | D |  |
| Common stock, par value \$0.01  | 02/22/2016                           |  | F                              |   | 22,349<br>(1) (2)   | D  | \$ 58.36<br>(1) (2)                        | 129,403 | D |  |
| Common stock, par value \$0.01  | 02/22/2016                           |  | M                              |   | 6,954<br>(3)  | A  | \$ 58.36<br>(3)                            | 136,357 | D |  |
| Common stock, par               | 02/22/2016                           |  | F                              |   | 2,269<br>(3)  | D  | \$ 58.36                                   | 134,088 | D |  |

value \$0.01

(3)

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.**

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Performance Units 2013                     | (1) (2)  | 02/22/2016                           |  | M                              | 50,717  | (1)(2) (1)(2)  | Common stock, par value \$0.01                                | 50,717                     |
| Restricted Units 2013                      | (3)  | 02/22/2016                           |  | M                              | 6,954   | (3) (3)  | Common stock, par value \$0.01                                | 6,954                      |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| NORTON PIERCE<br>15 E. 5TH STREET<br>TULSA, OK 74103 | X             |           | See Remarks |       |

## Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Pierce H. Norton  
Date: 02/23/2016

\*\*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).

## Edgar Filing: ONE Gas, Inc. - Form 4

- (1) 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"). In connection with the Distribution, performance units were 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"). The award vested on February 20, 2016, and was certified by the Executive Compensation Committee of the Board of Directors on February 22, 2016. A portion of the award, or 11,943 performance units, vested in an amount equal to 177% of the performance units awarded based upon ONE Gas' total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 1,615.70 shares.
- (2) (Continued from Footnote 1) The remainder of the award vested in an amount equal to 200% of the performance units awarded based upon ONEOK's total shareholder return compared to total shareholder return of the ONEOK referenced peer group over the performance period from the original grant date to January 31, 2014, plus accrued dividends of 843.46 shares. The award was payable one share of ONE Gas' common stock for each vested performance unit and accrued dividends.
- (3) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award vested on February 20, 2016. The award was payable one share of ONE Gas' common stock for each vested restricted unit and accrued dividends of 337.19 shares.

### Remarks:

President and Chief Executive Officer

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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