

GIBSON JOHN WILLIAM  
Form 4  
January 04, 2012

**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 \*  
GIBSON JOHN WILLIAM

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)  
01/01/2012

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.01  | 01/01/2012                           |  | F                              |   | 2,226.7102  | D  | \$ 86.745   |
| Common Stock, par value \$0.01  | 01/01/2012                           |  | F                              |   | 2,226.7102  | A  | \$ 86.745   |
| Common Stock, par value \$0.01  |                                      |  |                                |   |   |  | 8,563.8638  |
|                                 |                                      |  |                                |   |   | I  | by Thrift Plan  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Instrument (Instr. 3) |                  |                 |                                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                                       | Date Exercisable | Expiration Date | Title                            |
| Deferred Restricted Award/Phantom Stock (1-1-07) | (1)  | 01/01/2012                           |  | A                              | 147,773.2898  | (1)  | (1)                                       |                  |                 | Common Stock with a value of \$. |
| Restricted Units 1-2007                          | (2)  | 01/01/2012                           |  | M                              | 150,000   | (2)  | (2)                                       |                  |                 | Common Stock with a value of \$. |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GIBSON JOHN WILLIAM<br>100 W. FIFTH STREET<br>TULSA, OK 74103 | X             |           | Chief Executive Officer |       |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: John W. Gibson  
Date: 01/04/2012

\_\_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) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 1, 2012. Restricted units were payable one share of the Issuer's common stock for each vested performance unit. The reporting person elected to defer receipt of the 150,000 shares of the Issuer's common stock to which the reporting person was entitled upon vesting and which are reported as phantom stock in Table II. Of the 150,000 shares, the reporting person surrendered 2226.7102 shares to cover taxes applicable to the vesting, resulting in the deferral of the 147,773.2898 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of the Issuer's common stock.

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- (2) Restricted Unit Grant approved by ONEOK Board of Directors on November 16, 2006. The grant vested on January 1, 2012, and was payable one share of the issuer's common stock for each 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.