

KNEALE JAMES C
Form 4
October 11, 2006

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 *
KNEALE JAMES C

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)
10/09/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	10/10/2006		F		4,410	D	\$ 38.64
							87,383
Common Stock, par value \$0.01	10/10/2006		F		230	D	\$ 38.64
							87,153
Common Stock, par value	10/10/2006		M		2,420	A	\$ 31.8876
							89,573

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\$0.01							
Common Stock, par value	10/10/2006	F	1,997	D	\$ 38.64	87,576	D
\$0.01							
Common Stock, par value	10/10/2006	F	138	D	\$ 38.64	87,438	D
\$0.01							
Common Stock, par value	10/10/2006	M	4,340	A	\$ 31.8876	91,778	D
\$0.01							
Common Stock, par value	10/10/2006	F	3,581	D	\$ 38.64	88,197	D
\$0.01							
Common Stock, par value	10/10/2006	F	248	D	\$ 38.64	87,949	D
\$0.01							
Common Stock, par value	10/10/2006	M	266	A	\$ 31.8876	88,215	D
\$0.01							
Common Stock, par value	10/10/2006	F	219	D	\$ 38.64	87,996	D
\$0.01							
Common Stock, par value	10/10/2006	F	15	D	\$ 38.64	87,981	D
\$0.01							
Common Stock, par value	10/10/2006	M	2,465	A	\$ 31.8876	90,446	D
\$0.01							
Common Stock, par value	10/10/2006	F	2,034	D	\$ 38.64	88,412	D
\$0.01							
Common Stock, par value	10/10/2006	F	140	D	\$ 38.64	88,272	D
\$0.01							

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Common Stock, par value \$0.01	10/10/2006	M	1,828	A	\$ 31.8876	90,100	D	
Common Stock, par value \$0.01	10/10/2006	F	1,508	D	\$ 38.64	88,592	D	
Common Stock, par value \$0.01	10/10/2006	F	126	D	\$ 38.64	88,466	D	
Common Stock, par value \$0.01						3,821	I	by Spouse ⁽¹⁾
Common Stock, par value \$0.01						36,928	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 31.8876	10/10/2006		M	2,420	⁽²⁾	10/16/2007	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 31.8876	10/10/2006		M	4,340	⁽²⁾	10/15/2008	Common Stock, par value \$0.01

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Non-Qualified Stock Option (right to buy)	\$ 31.8876	10/10/2006	M	2,465	<u>(2)</u>	10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 31.8876	10/10/2006	M	1,828	<u>(2)</u>	10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 31.8876	10/10/2006	M	266	<u>(2)</u>	01/17/2012	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/09/2006	M	2,014	<u>(2)</u>	10/10/2006	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	336	<u>(2)</u>	10/16/2007	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	3,763	<u>(2)</u>	10/16/2007	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	2,714	<u>(2)</u>	10/15/2008	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	1,140	<u>(2)</u>	10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	1,748	<u>(2)</u>	10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	11,882	<u>(2)</u>	01/18/2011	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	14,895	<u>(2)</u>	01/18/2011	Common Stock, par value \$0.01
	\$ 33.325	10/10/2006	M	5,114	<u>(2)</u>	01/17/2012	

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Non-Qualified Stock Option (right to buy)								Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	5,114	<u>(2)</u>	01/17/2012		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 33.325	10/10/2006	M	5,114	<u>(2)</u>	01/17/2012		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	289	<u>(2)</u>	10/16/2007		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	3,245	<u>(2)</u>	10/16/2007		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	1,997	<u>(2)</u>	10/16/2007		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	2,340	<u>(2)</u>	10/15/2008		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	3,581	<u>(2)</u>	10/15/2008		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	983	<u>(2)</u>	10/21/2009		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	1,507	<u>(2)</u>	10/21/2009		Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	2,034	<u>(2)</u>	10/21/2009		Common Stock, par value \$0.01
	\$ 38.64	10/10/2006	A	1,508	<u>(2)</u>	10/21/2009		

Non-Qualified Stock Option (right to buy)							Common Stock, par value
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	1,508	(2)	10/21/2009	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	10,247	(2)	01/18/2011	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	12,846	(2)	01/18/2011	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	4,410	(2)	01/17/2012	Common Stock, par value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 38.64	10/10/2006	A	4,410	(2)	01/17/2012	Common Stock, par value \$0.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNEALE JAMES C 100 W. FIFTH STREET TULSA, OK 74103			Exec. VP - Finance & Admin and	Exec. VP - Finance & Admin and

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C. Kneale

10/11/2006

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 reporting person disclaims ownership of the shares indirectly owned by his spouse.

(2) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

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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