

GIBSON JOHN WILLIAM
Form 4
January 20, 2010

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 *
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)
01/18/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01	01/18/2010		M	10,000 A	\$ 45.075	121,672	D
Common Stock, par value \$0.01	01/18/2010		F	4,795 D	\$ 45.075	116,877	D
Common Stock, par value \$0.01	01/18/2010		M	609 A	\$ 45.075	117,486	D

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Common Stock, par value \$.01	01/18/2010	F	609	D	\$ 45.075	116,877	D	
Common Stock, par value \$.01						7,980	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 An Underlying Sec (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Deferred Performance Award/Phantom Stock	<u>(1)</u>	01/18/2010		A	41,391	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.01
Performance Units 2007	<u>(1)</u>	01/18/2010		M	28,000	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.01
Restricted Units 2007	<u>(2)</u>	01/18/2010		M	10,000	<u>(2)</u> <u>(2)</u>	Common Stock, par value \$.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON JOHN WILLIAM 100 W. FIFTH STREET	X		Chief Executive Officer	

TULSA, OK 74103

Signatures

By: Eric Grimshaw, Attorney in Fact For: John W.
Gibson

01/20/2010

__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).

Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on January 18, 2010, at 150% of the performance shares awarded based upon the Company'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. The reporting person

(1) elected to defer receipt of the 42,000 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 42,000 shares, the reporting person surrendered 609 shares to cover taxes applicable to the vesting, resulting in the deferral of the 41,391 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of the Issuer's common stock.

(2) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 18, 2010, and was payable one share of the Issuer's 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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