

Lawhorn Caron A
Form 4
January 17, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawhorn Caron A

(Last) (First) (Middle)

100 WEST 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)
01/15/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Sr. VP & Chief Actg. Officer / Sr. VP &
Chief Actg. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, par value \$.001	01/15/2007		M	1,666 (1) A	\$ 41.64 6,754	D	
Common Stock, par value \$.001 (2)	01/15/2007		F	226 (3) D	\$ 41.64 6,528	D	
Common Stock, par value	01/15/2007		M	2,500 (4) A	\$ 41.64 9,028	D	

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\$0.01 ⁽²⁾

Common
Stock, par
value

01/15/2007

F

141 ⁽⁵⁾ D

\$
41.64 8,887

D

\$0.01 ⁽²⁾

Common
Stock, par
value

447

I

by Thrift
Plan

\$0.01

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 Share Units	<u>(6)</u>	01/15/2007		M		1,666	<u>(4)</u>	01/15/2007	01/15/2007	Common Stock, par value \$0.01	1,666
Restricted Stock Incentive Units	<u>(7)</u>	01/15/2007		M		1,666		01/15/2007	01/15/2007	Common Stock, par value \$0.01	1,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Lawhorn Caron A
100 WEST FIFTH STREET

Sr. VP & Chief Actg. Officer Sr. VP & Chief Actg. Officer

TULSA, OK 74103

Signatures

By: Eric Grimshaw, Attorney in Fact For: Caron A.
Lawhorn

01/17/2007

__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) Shares acquired upon vesting of restricted units awarded under the Issuer's Long-Term Incentive Plan on January 15, 2004. The units vested in full on January 15, 2007. Restricted units were payable one third in cash and two thirds in shares of the Issuer's common stock.
- The amount of securities beneficially owned following the reported transactions includes shares of common stock acquired under the ONEOK, Inc. Direct Stock Purchase and Dividend Reinvestment Plan as well as shares of common stock acquired pursuant to dividend
- (2) reinvestment features of the ONEOK, Inc. Employee Stock Purchase Plan and the ONEOK, Inc. Thrift Plan which acquisitions are exempt under Rule 16a-11.
- (3) Shares surrendered to pay tax liability due at vesting of Restricted Units.
- Shares acquired upon vesting of performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vested on
- (4) January 15, 2007, 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 share units were payable one third in cash and two thirds in shares of the Issuer's common stock.
- (5) Shares surrendered to pay tax liability due at vesting of Performance Share Units.
- Performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 15, 2007, for a percentage
- (6) (0% to 200%) of the performance shares awarded upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance share units are payable one third in cash and two thirds in shares of the Issuer's common stock. The amount set forth in Column 3 represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.
- Restricted Stock Incentive Units awarded under the Issuer's Long-Term Incentive Plan. The award vests 36 months from the date of grant
- (7) at one share of common stock for each Restricted Stock Incentive Unit up to two-thirds (2/3) of the vested award and the remaining one-third (1/3) of the vested award will be payable to grantee in cash equal to the fair market value of a share of common stock on the date of expiration. The amount set forth in Column 3 represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.

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.