

BARKER JOHN R  
Form 4  
January 21, 2005

**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 \*  
BARKER JOHN R

(Last) (First) (Middle)

100 W. 5TH ST.

(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)  
01/20/2005

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 below) \_\_X\_\_ Other (specify below)  
Sr. VP & General Counsel / Sr. VP & General Counsel

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 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   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|

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| Security (Instr. 3)              | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                                |                            |
|----------------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------------------------|----------------------------|
|                                  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |
| Performance Share Units          | (1)                                      | 01/20/2005           | A               |   | 5,667            |                  | (1)              | 01/20/2008      | Common Stock, par value \$0.01 | 5,667                      |
| Restricted Stock Incentive Units | (2)                                      | 01/20/2005           | A               |   | 3,333            |                  | (2)              | 01/20/2008      | Common Stock, par value \$0.01 | 3,333                      |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                          |                          |
|--|---------------|-----------|--------------------------|--------------------------|
|  | Director      | 10% Owner | Officer                  | Other                    |
| BARKER JOHN R<br>100 W. 5TH ST.<br>TULSA, OK 74103 |               |           | Sr. VP & General Counsel | Sr. VP & General Counsel |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: John R. Barker  
Date: 01/21/2005

\_\_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) Performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 20, 2008, for a percentage (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 5 represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.

(2) Restricted stock incentive units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 20, 2008, and is payable one-third in cash and two-thirds in shares of the Issuer's common stock. The amount set forth in Column 5 represents the two-thirds 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.

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