

ONEOK INC /NEW/
Form 4
February 22, 2017

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 *
LAKE STEPHEN WILLIAM

(Last) (First) (Middle)
100 W. 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)
02/19/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SR VP & GENERAL COUNSEL

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 02/19/2017 | | M | | 2,947.6371 | A | \$ 53.65 |
| Common Stock, par value \$0.01 | 02/19/2017 | | F | | 1,442.6371 | D | \$ 53.65 |
| Common Stock, par value \$0.01 | 02/19/2017 | | M | | 8,300.292 | A | \$ 53.65 |

Common
 Stock, par value \$0.01
 02/19/2017 F 3,897.292 D \$ 53.65 21,883.3388 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| PSU 2014 | (1) | 02/19/2017 | | M | 10,375.3648 | (1) (1) | Common Stock, par value \$0.01 10,375. |
| RSU 2014 | (2) | 02/19/2017 | | M | 2,947.6371 | (2) (2) | Common Stock, par value \$0.01 2,947. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAKE STEPHEN WILLIAM 100 W. FIFTH STREET TULSA, OK 74103 | | | SR VP & GENERAL COUNSEL | |

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Stephen William Lake 02/22/2017

__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).

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- (1) Performance units awarded under the Issuer's Equity Compensation Plan. The award, including dividend equivalents, vested on February 19, 2017, at the 80th percentile for the Issuer's total stockholder return compared to total stockholder return of a selected peer group, resulting in the reported shares being issued to the reporting person. One share of the Issuer's common stock is paid out for each vested performance unit.
- (2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 19, 2017. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the same time the shares underlying the vested units were issued. One share of the Issuer's common stock is paid out 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. 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.