

ONEOK INC /NEW/
Form 4
November 17, 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

(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)
11/16/2006

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)
Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

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. Code | | 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) |
|---------------------------------|--------------------------------------|--|------------|---------------------|---|-------|---|--|-----------------------------------|
| | | | (Instr. 8) | (Instr. 3, 4 and 5) | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 | 11/16/2006 | | G | V | 400 | D | 3,421 | I | by Spouse (2) |
| Common Stock, par value \$.01 | 11/16/2006 | | G | V | 100 | D | 3,321 | I | by Spouse (2) |
| Common Stock, par value \$.01 | 11/16/2006 | | G | V | 100 | D | 3,221 | I | by Spouse (2) |
| | | | | | | | 87,468 | D | |

Common
Stock, par
value \$.01

Common
Stock, par
value \$.01

37,208

I

by Thrift
Plan

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Units | (5) | 11/16/2006 | | A | 50,000 | (5) (5) | Common Stock, par value \$.01 | 50,000 |

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

11/17/2006

__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) Gift by spouse to charitable organization.
- (2) The reporting person disclaims ownership of the shares indirectly owned by his spouse.
- (3) Gift by spouse to daughter.
- (4) Gift by spouse to son.
- (5) Restricted Unit Grant approved by ONEOK Board of Directors on November 16, 2006. The grant vests on January 1, 2009, and is payable one share of the issuer's common stock for each 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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