

KNEALE JAMES C
Form 4
November 09, 2009

FORM 4

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

OMB APPROVAL

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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)
11/06/2009

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)
President

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock, par value \$0.01 | 11/06/2009 | | M | | 9,958 | A | \$ 16.88 | 139,955 | D |
| Common Stock, par value \$0.01 | 11/06/2009 | | S | | 9,958 | D | \$ 37.62 | 129,997 | D |
| Common Stock, par value \$0.01 | 11/06/2009 | | M | | 400 | A | \$ 16.88 | 130,397 | D |

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| | | | | | | | |
|--|------------|---|-------|---|--------------|---------|---|
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 400 | D | \$ 37.63 | 129,997 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | M | 2,142 | A | \$ 16.88 | 132,139 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 2,142 | D | \$ 37.67 | 129,997 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | M | 100 | A | \$ 33.325 | 130,097 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 100 | D | \$ 37.63 | 129,997 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | M | 1,800 | A | \$ 33.325 | 131,797 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 1,800 | D | \$ 37.64 | 129,997 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | M | 1,600 | A | \$ 33.325 | 131,597 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 1,600 | D | \$ 37.65 | 129,997 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | M | 200 | A | \$ 33.325 | 130,197 | D |
| Common Stock, par value \$.0.01 | 11/06/2009 | S | 200 | D | \$ 37.66 | 129,997 | D |
| | 11/06/2009 | M | 1,158 | A | | 131,155 | D |

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| | | | | | | | | |
|--------------------------------|------------|--|---|-------|----|----------|---------|------------------------|
| Common Stock, par value \$0.01 | | | | | \$ | 33.325 | | |
| Common Stock, par value \$0.01 | 11/06/2009 | | S | 1,158 | D | \$ 37.67 | 129,997 | D |
| Common Stock, par value \$0.01 | | | | | | | 3,221 | I by Spouse <u>(1)</u> |
| Common Stock, par value \$0.01 | | | | | | | 42,260 | I by Thrift Plan |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 16.88 | 11/06/2009 | | M | 9,958 <u>(2)</u> | 02/20/2004 02/20/2013 | Common Stock, par value \$0.01 9,958 |
| Non-Qualified Stock Option (right to buy) | \$ 16.88 | 11/06/2009 | | M | 400 <u>(2)</u> | 02/20/2004 02/20/2013 | Common Stock, par value \$0.01 400 |
| | \$ 16.88 | 11/06/2009 | | M | | 02/20/2004 02/20/2013 | 2,100 |

| | | | | | | | | |
|---|-----------|------------|---|--|---------------------|------------|------------|--------------------------------|
| Non-Qualified Stock Option (right to buy) | | | | | 2,142 <u>(2)</u> | | | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.325 | 11/06/2009 | M | | 100 | <u>(3)</u> | 01/17/2012 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.325 | 11/06/2009 | M | | 1,800 | <u>(3)</u> | 01/17/2012 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.325 | 11/06/2009 | M | | 1,600 | <u>(3)</u> | 01/17/2012 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.325 | 11/06/2009 | M | | 200 | <u>(3)</u> | 01/17/2012 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.325 | 11/06/2009 | M | | 1,158 | <u>(3)</u> | 01/17/2012 | Common Stock, par value \$0.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| KNEALE JAMES C 100 W. FIFTH STREET TULSA, OK 74103 | | | President | |

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C. Kneale

11/09/2009

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) The reporting person disclaims ownership of the shares indirectly owned by his spouse.
- (2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in three equal annual installments beginning 02/20/04.
- (3) This is a reload option having the same terms as the original option and was exercisable six months from the date of grant.

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