

ONEOK INC /NEW/
Form 4
April 11, 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

2. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 W. FIFTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2006

____ Director
 Officer (give title below)
____ 10% Owner
 Other (specify below)
Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

(Street)
TULSA, OK 74103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock, par value \$0.01	04/07/2006		M		4,767 A \$ 26.31	83,622	D
Common Stock, par value \$0.01	04/07/2006		F		3,763 D \$ 33.325	79,859	D
Common Stock, par value	04/07/2006		F		398 D \$ 33.325	79,461	D

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\$0.01

Common Stock, par value	04/07/2006	M	10,000	A	\$ 17.045	89,461	D
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\$0.01
Common
Stock, par
value

04/07/2006	F	5,114	D	\$ 33.325	84,347	D
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\$0.01
Common
Stock, par
value

04/07/2006	F	1,939	D	\$ 33.325	82,408	D
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\$0.01
Common
Stock, par
value

3,821	I	by Spouse <u>(1)</u>
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\$0.01
Common
Stock, par
value

36,289	I	by Thrift Plan
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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 a Underlyi (Instr. 3 a)	
				Code V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 17.045	04/07/2006		M	10,000	01/17/2003 ⁽²⁾	01/17/2012	Comm Stock, p value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	2,552	⁽³⁾	10/10/2006	Comm Stock, p value

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Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	426	<u>(3)</u>	10/16/2007	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	4,767	<u>(3)</u>	10/16/2007	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	3,438	<u>(3)</u>	10/15/2008	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	2,215	<u>(3)</u>	10/21/2009	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006	M	18,867	<u>(3)</u>	01/18/2011	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	1,192	<u>(3)</u>	10/21/2009	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	12,418	<u>(3)</u>	01/18/2011	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,078	<u>(3)</u>	01/17/2012	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,345	<u>(3)</u>	01/17/2012	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006	M	5,345	<u>(3)</u>	01/17/2012	Comm Stock, value \$0.00
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	2,014	<u>(3)</u>	10/10/2006	Comm Stock, value \$0.00

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Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	336	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	3,763	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	2,714	<u>(3)</u>	10/15/2008	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,140	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,748	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	11,882	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	14,895	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	4,858	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.0

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

04/11/2006

__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) 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 four equal annual installments beginning 01/17/03.
- (3) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

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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