

MIERS SHEPPARD F III  
Form 3  
January 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â MIERS SHEPPARD F III                    |         | (Month/Day/Year)                     | ONEOK INC /NEW/ [OKE]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      |  |  |
| 100 W. FIFTH STREET                       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>VP & Chief Accounting Officer |  |
| TULSA,Â OKÂ 74103                         |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.001     | 10,339   | D   | Â  |
| Common Stock, par value \$.001     | 3,746  | I   | by Thrift Plan   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                        | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|--------------------------------|----------------------------|----------|---------------------------------------|---|
| Performance Units 2010 | Â (1)            | Â (1)           | Common Stock, par value \$0.01 | 3,400                      | \$ (1)   | D                                     | Â |
| Performance Units 2011 | Â (2)            | Â (2)           | Common Stock, par value \$0.01 | 3,600                      | \$ (2)   | D                                     | Â |
| Performance Units 2012 | Â (3)            | Â (3)           | Common Stock, par value \$0.01 | 2,400                      | \$ (3)   | D                                     | Â |
| Restricted Units 2010  | Â (4)            | Â (4)           | Common Stock, par value \$0.01 | 1,100                      | \$ (4)   | D                                     | Â |
| Restricted Units 2011  | Â (5)            | Â (5)           | Common Stock, par value \$0.01 | 1,200                      | \$ (5)   | D                                     | Â |
| Restricted Units 2012  | Â (6)            | Â (6)           | Common Stock, par value \$0.01 | 800                        | \$ (6)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| MIERS SHEPPARD F III<br>100 W. FIFTH STREET<br>TULSA,Â OKÂ 74103 | Â             | Â         | Â VP & Chief Accounting Officer | Â     |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Sheppard F. Miers III

01/09/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

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Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 18, 2013, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

- (2) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 17, 2014, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

- (3) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 15, 2015, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

- (4) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 18, 2013, and is payable one share of the Issuer's common stock for each vested restricted unit.

- (5) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 17, 2014, and is payable one share of the Issuer's common stock for each vested restricted unit.

- (6) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 15, 2015, and is payable one share of the Issuer's common stock 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.

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