

ONEOK INC /NEW/

Form 4

February 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTINOVICH ROBERT F

(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)
02/20/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EXECUTIVE VP COMMERCIAL

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	02/20/2016		M	3,691.5666	A	\$ 20.4835	160,676.9644 D
Common Stock, par value \$.01	02/20/2016		F	1,332	D	\$ 20.4835	159,344.9644 D
Common Stock, par value \$.01	02/20/2016		M	585.6749	A	\$ 20.4835	159,930.6393 D

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Common Stock, par value \$.0.01	02/20/2016	F	184	D	\$ 20,4835	11,560.673	D	
Common Stock, par value \$.0.01						1,182	I	IRA
Common Stock, par value \$.0.01						11,560.673	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Performance Units 2013	<u>(1)</u>	02/20/2016		M	13,834.8967	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.0.01 13,
Performance Units 2013-2	<u>(1)</u>	02/20/2016		M	2,184.5771	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.0.01 2,
Restricted Units 2013	<u>(2)</u>	02/20/2016		M	3,691.5666	<u>(2)</u> <u>(2)</u>	Common Stock, par value \$.0.01 3,
Restricted Units 2013-2	<u>(2)</u>	02/20/2016		M	585.6749	<u>(2)</u> <u>(2)</u>	Common Stock, par value \$.0.01 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINOVICH ROBERT F 100 W. FIFTH STREET TULSA, OK 74103			EXECUTIVE VP COMMERCIAL	

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Robert F. Martinovich

02/23/2016

__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) Performance units awarded under the Issuer's Equity Compensation Plan. The award, including dividend equivalents, vested on February 20, 2016, at less than the 25th percentile for the Issuer's total stockholder return compared to the total stockholder return of a selected peer group, resulting in no shares being issued to the reporting person.

(2) Restricted units awarded under the Issuer's Long-Term Incentive Plan. The award vested on February 20, 2016. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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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