ONE Gas, Inc. Form 4 February 23, 2016

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Print or Type Responses)

McCormick Joseph L

15 E. 5TH STREET

TULSA, OK 74103

(Last)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

ONE Gas, Inc. [OGS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/22/2016

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify X_ Officer (give title

below) See Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person _ Form filed by More than One Reporting

TCL5/1, OI	Person								
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative s	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common stock, par value \$0.01	02/22/2016		M	15,806 (1) (2)	A	\$ 58.36 (1) (2)	31,593	D	
Common stock, par value \$0.01	02/22/2016		F	5,342 (1) (2)	D	\$ 58.36 (1) (2)	26,251	D	
Common stock, par value \$0.01	02/22/2016		M	2,901 (3)	A	\$ 58.36 (3)	29,152	D	
Common stock, par	02/22/2016		F	999 (3)	D	\$ 58.36	28,153	D	

value \$0.01 (3)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2013	<u>(1)</u> <u>(2)</u>	02/22/2016		M	15,806	(1)(2)	(1)(2)	Common stock, par value \$0.01	15,806
Restricted Units 2013	<u>(3)</u>	02/22/2016		M	2,901	(3)	(3)	Common stock, par value \$0.01	2,901

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McCormick Joseph L							
15 E. 5TH STREET			See Remarks				
THESA OK 74103							

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Joseph L. McCormick

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).

Reporting Owners 2

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- On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). In connection with the Distribution, performance units were awarded under ONE Gas' Equity Compensation Plan, pursuant to that certain Employee Matters Agreement by and between
- (1) ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"). The award vested on February 20, 2016, and was certified by the Executive Compensation Committee of the Board of Directors on February 22, 2016. A portion of the award, or 11,943 performance units, vested in an amount equal to 177% of the performance units awarded based upon ONE Gas' total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 503.48 shares.
- (Continued from Footnote 1) The remainder of the award vested in an amount equal to 200% of the performance units awarded based upon ONEOK's total shareholder return compared to total shareholder return of the ONEOK referenced peer group over the performance period from the original grant date to January 31, 2014, plus accrued dividends of 262.84 shares. The award was payable one share of ONE Gas' common stock for each vested performance unit and accrued dividends.
- Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award vested on February 20, 2016. The award was payable one share of ONE Gas' common stock for each vested restricted unit and accrued dividends of 140.70 shares.

Remarks:

Senior Vice President, General Counsel and Assistant Secretary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.