

ONEOK INC /NEW/
Form 4
February 20, 2013

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 *
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)
02/18/2013

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)
EXECUTIVE VP OPERATIONS

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 | 02/18/2013 | | A | | 12,000 | A | \$ 47.75 |
| Common Stock, par value \$.01 | 02/18/2013 | | F | | 5,754 | D | \$ 47.75 |
| Common Stock, par value \$.01 | 02/18/2013 | | A | | 92,000 | A | \$ 47.75 |

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| | | | | | | | | |
|--|------------|---|--------|---|-------------|-------------|---|-------------------|
| Common Stock, par value \$.0.01 | 02/18/2013 | F | 43,793 | D | \$ 47.75 | 89,771.8018 | D | |
| Common Stock, par value \$.0.01 | | | | | | 1,182 | I | IRA |
| Common Stock, par value \$.0.01 | | | | | | 8,574.925 | I | by Thrift Plan |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Units 2010 | (1) | 02/18/2013 | | M | 46,000 | (1) | (1) | Common Stock, par value \$.0.01 | 46,000 |
| Restricted Units 2010 | (2) | 02/18/2013 | | M | 12,000 | (2) | (2) | Common Stock, par value \$.0.01 | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| | | | | EXECUTIVE VP OPERATIONS |

MARTINOVICH ROBERT F
100 W. FIFTH STREET
TULSA, OK 74103

Signatures

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

02/20/2013

__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).
Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 18, 2013, for 200% of the
(1) performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of the Issuer's common stock for each vested performance unit.
(2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 18, 2013, and was 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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