ONEOK INC /NEW/ Form 4

February 19, 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

(Print or Type Responses)

1. Name and Address of Reporting Person * **HULSE WALTER S III**

(Street)

(First) (Middle)

(Last)

100 W. 5TH ST.

TULSA, OK 74103

2. Issuer Name and Ticker or Trading Symbol

ONEOK INC /NEW/ [OKE]

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

02/17/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) EVP STRATEGIC PLNG & CORP DEV

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (T)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Dis (D) (Instr.	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2016	<u>(1)</u>	02/17/2016		A	27,6	00	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01	27,600
Restricted Units 2016	(2)	02/17/2016		A	6,90	00	(2)	(2)	Common Stock, par value \$.0.01	6,900

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HULSE WALTER S III 100 W. 5TH ST. TULSA, OK 74103

EVP STRATEGIC PLNG & CORP DEV

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Walter S
Hulse III

02/19/2016

**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).

Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 17, 2019, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a

- (1) selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.
- Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 17, 2019. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be 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. 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.

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