

MARTINOVICH ROBERT F  
Form 4  
February 20, 2019

**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  
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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)

02/17/2019

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 \_\_\_\_ Other (specify  
below) below)

EVP & CHIEF ADMIN OFFICER

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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$.01 | 02/17/2019                              |   | M                                    | 8,065.8375  | A \$<br>67.6   | 194,686.027   | D   |
| Common<br>Stock, par<br>value<br>\$.01 | 02/17/2019                              |   | F                                    | 3,624   | D \$<br>67.6   | 191,062.027   | D   |
| Common<br>Stock, par<br>value<br>\$.01 | 02/17/2019                              |   | M                                    | 74,010.7898   | A \$<br>67.6   | 265,072.8168  | D   |

|  |            |   |        |   |            |              |   |                   |
|--|------------|---|--------|---|------------|--------------|---|-------------------|
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/17/2019 | F | 32,823 | D | \$<br>67.6 | 232,249.8168 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |        |   |            | 1,182        | I | IRA               |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |        |   |            | 15,438.523   | I | by Thrift<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |  |                                  |
|---|---|---|---|---|--|--|-----|---|--------------------|--|----------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                                    | Amount or<br>Number of<br>Shares |
| PSU<br>2016   | <u>(1)</u>  | 02/17/2019                              |   | M                                       |  | 37,005.395   |     | <u>(1)</u>  | <u>(1)</u>         | Common<br>Stock, par<br>value<br>\$.0.01 | 37,005.3                         |
| RSU<br>2016   | <u>(2)</u>  | 02/17/2019                              |   | M                                       |  | 8,065.8375   |     | <u>(2)</u>  | <u>(2)</u>         | Common<br>Stock, par<br>value<br>\$.0.01 | 8,065.83                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| MARTINOVICH ROBERT F<br>100 W. FIFTH STREET<br>TULSA, OK 74103 | EVP & CHIEF ADMIN OFFICER        |

## Signatures

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

02/20/2019

\_\_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 17, 2019, at 200% of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group.

- (1) 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 shares were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

- (2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 17, 2019. 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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