

ONE Gas, Inc.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
Lawhorn Caron A

(Last) (First) (Middle)
100 W. 5TH STREET
(Street)
TULSA, OK 74103
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONE Gas, Inc. [OGS]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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)
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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾		37,137 ⁽¹⁾	A	Ⓛ
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾		975 ⁽¹⁾	A	Ⓛ

by ONEOK, Inc. Thrift Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

Lawhorn Caron A
 100 W. 5TH STREET
 TULSA, OK 74103

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Caron A.
 Lawhorn

02/20/2014

__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) 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"). As a result of the Distribution, the reporting person received one share of ONE Gas common stock for every four shares of ONEOK common stock held on the record date for the Distribution, January 21, 2014, or a total of 38,112 shares (including those indirectly held) of ONE Gas common stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9.

(2) Performance units awarded under ONE Gas' Equity Compensation Plan, pursuant to that certain Employee Matters Agreement by and between ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"), entered into in connection with the Distribution. The award will vest on February 15, 2015, a portion of which, or 12,423 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. The award will be payable one share of ONE Gas' common stock for each vested performance unit.

(3) Performance units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016, a portion of which, or 11,943 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. During the 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 ONE Gas' common stock for each vested performance unit and dividend equivalent.

(4) Performance units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017, for a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. During the 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 ONE Gas' common stock for each vested performance unit and dividend equivalent.

(5) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 15, 2015. The award will be payable one share of ONE Gas' common stock for each vested restricted unit.

(6) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016. During the 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 ONE Gas' common stock for each vested restricted unit and dividend equivalent.

(7) Restricted units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017. During the 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 ONE Gas' common stock for each vested restricted unit and dividend equivalent.

Remarks:

Senior Vice President, Commercial

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.