

KNEALE JAMES C
Form 4
February 22, 2006

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| KNEALE JAMES C | | | ONEOK INC /NEW/ [OKE] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | ____ Director <input checked="" type="checkbox"/> Officer (give title below) Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and |
| 100 W. FIFTH STREET | | | 02/20/2006 | ____ 10% Owner <input checked="" type="checkbox"/> Other (specify below) |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| TULSA, OK 74103 | | | | |
| (City) | (State) | (Zip) | | |

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 or Disposed of (A) or (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 or Price | | |
| Common Stock, par value \$0.01 ⁽¹⁾ | 02/20/2006 | | M | | 12,500 ⁽¹⁾ \$ 30.155 | 71,192 | D |
| Common Stock, par value \$0.01 | 02/20/2006 | | F | | 5,046 ⁽²⁾ \$ 30.155 | 66,146 | D |
| Common Stock, par value | 02/20/2006 | | A | | 8,411 ⁽³⁾ \$ 30.155 | 74,557 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|--------------|---|--------------|--------|---|-------------------|
| \$0.01 | | | | | | | | |
| Common Stock, par value | 02/20/2006 | A | 8,411 (3) | D | \$ 30.155 | 5,537 | I | Restricted |
| \$0.01 | | | | | | | | |
| Common Stock, par value | 02/20/2006 | F | 5,537 (4) | D | \$ 30.155 | 0 | I | Restricted |
| \$0.01 | | | | | | | | |
| Common Stock, par value | | | | | | 3,821 | I | by Spouse (5) |
| \$0.01 | | | | | | | | |
| Common Stock, par value | | | | | | 35,937 | I | by Thrift Plan |
| \$0.01 | | | | | | | | |

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 displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|--|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Shares (1) | (1) | 02/20/2006 | | M | 12,500 (1) | (1) | 02/20/2006(1) | Common Stock, par value \$0.01 | 12, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KNEALE JAMES C
100 W. FIFTH STREET
TULSA, OK 74103

Exec. VP - Finance & Admin
and

Exec. VP - Finance &
Admin and

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C.
Kneale

02/22/2006

__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) Performance shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The award vested for 100% of the performance shares based upon the Company's total stockholder return compared to total stockholder return of a selected peer group.
- (2) Shares surrendered to pay tax liability due at vesting of Performance Shares.
- (3) Restricted shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The restricted stock vested in full on 2-20-06.
- (4) Shares surrendered to pay tax liability due at vesting of Restricted Shares.
- (5) The reporting person disclaims ownership of the shares indirectly owned by his spouse.

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.