

ONEOK INC /NEW/  
Form 4  
February 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HULSE WALTER S III**

(Last) (First) (Middle)  
  
100 W. 5TH ST.  
  
(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)  
**02/17/2016**

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)  
**EVP STRATEGIC PLNG & CORP DEV**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative 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) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------------------------|----------------------------|
| Performance Units 2016 | (1)                          | 02/17/2016       | A          | 27,600  |      |   |     |     | (1)              | (1)             | Common Stock, par value \$0.01 | 27,600                     |
| Restricted Units 2016  | (2)                          | 02/17/2016       | A          | 6,900   |      |   |     |     | (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<br>100 W. 5TH ST.<br>TULSA, OK 74103 |               |           | EVP STRATEGIC PLNG & CORP DEV |       |

## Signatures

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

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