

ONE Gas, Inc.  
Form 4  
July 22, 2015

**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 \*  
**GIBSON JOHN WILLIAM**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**100 W. 5TH STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/20/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**TULSA, OK 74103**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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	07/20/2015		C		81,232	A	\$ 44.79
Common stock, par value \$0.01	07/20/2015		F		36,433	D	\$ 44.79
							304,105
							267,672

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

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SEC 1474 (9-02)

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**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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Deferred Restricted Award/Phantom Stock	<u>(1)</u>	07/20/2015		C	81,232	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$0.01	81,232

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON JOHN WILLIAM 100 W. 5TH STREET TULSA, OK 74103		X		

**Signatures**

/s/ Brian K. Shore, Attorney-in-Fact for John W. Gibson      07/22/2015

\_\_\_\_\_  
\*\*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) Restricted units awarded under the ONEOK, Inc. ("ONEOK") Equity Compensation Plan on January 18, 2007, were deferred and reporting person received one share of ONE Gas, Inc. ("ONE Gas") common stock for every four shares of ONEOK common stock as a result of the separation of ONE Gas on January 31, 2014. On July 20, 2015, the deferred award and credited dividend equivalents became payable to the reporting person. The reporting person surrendered 36,433 shares to cover taxes. Since January 31, 2014, the reporting person earned 2,916 in dividend equivalents.

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.