Bender Mark A.
Form 4
February 21, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bender Mark A.

(Last) (First) (Middle)

15 E. 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)
02/21/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value $0.01	02/19/2018		M		5,867 (1)	A	$ 68.17 (1)	11,070	D	
Common stock, par value $0.01	02/19/2018		F		2,613 (1)	D	$ 68.17 (1)	8,457	D	
Common stock, par value $0.01	02/17/2018		M		974 (2)	A	$ 68.17 (2)	9,431	D	
Common stock, par	02/17/2018		F		484 (2)	D	$ 68.17	8,947	D	

value $0.01 (2)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2015	(1)	02/19/2018		M			2,725	(1)	(1)	Common stock, par value $0.01	2,725
Restricted Units 2015	(2)	02/17/2018		M			900	(2)	(2)	Common stock, par value $0.01	900
Performance Units 2018	(3)	02/19/2018		A		3,345		(3)	(3)	Common stock, par value $0.01	3,345
Restricted Units 2018	(4)	02/19/2018		A		836		(4)	(4)	Common stock, par value $0.01	836

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bender Mark A. 15 E. 5TH STREET TULSA, OK 74103				See Remarks

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Mark A. Bender	02/21/2018
**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 units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018, and was certified by the Executive Compensation Committee of the Board of Directors on February 19, 2018. The award vested in an amount equal to 200% of the performance units awarded based upon Issuer's total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 417 shares. The award was payable one share of Issuer's common stock for each vested performance unit and accrued dividends.
(2)	Restricted units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018. The award was payable one share of Issuer's common stock for each vested restricted unit and accrued dividends of 74 shares.
(3)	Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 13, 2021, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total stockholder 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.
(4)	Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on February 13, 2021. 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.

Remarks:

Senior Vice President, Administration and Chief Information Officer

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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