

COMBS SAMUEL III  
Form 4  
January 23, 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 \*  
COMBS SAMUEL III

2. Issuer Name and Ticker or Trading Symbol  
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 WEST FIFTH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
01/19/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
President - ONEOK Distribution / President - ONEOK Distribution

(Street)  
TULSA, OK 74103

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

(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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                                |                            |  |  |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|--------------------------------|----------------------------|--|--|
|                     |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date  | Title                          | Amount or Number of Shares |  |  |
| Performance Units   | (1)                                      | 01/19/2006           | A               |   | (1)              | (1)              | Common Stock, par value \$0.01 | 10,500                     |  |  |
| Restricted Units    | (2)                                      | 01/19/2006           | A               |   | (2)              | (2)              | Common Stock, par value \$0.01 | 6,000                      |  |  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |                                |
|--|---------------|-----------|--------------------------------|--------------------------------|
|  | Director      | 10% Owner | Officer                        | Other                          |
| COMBS SAMUEL III<br>100 WEST FIFTH STREET<br>TULSA, OK 74103 |               |           | President - ONEOK Distribution | President - ONEOK Distribution |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Samuel Combs, III  
 Date: 01/23/2006

\_\_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 units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.

(2) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, and is payable one share of the Issuer's common stock for each vested restricted unit.

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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