GABERINO JOHN A JR

Form 4

February 22, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

ONEOK INC /NEW/ [OKE]

Symbol

1(b).

(Print or Type Responses)

GABERINO JOHN A JR

1. Name and Address of Reporting Person *

may continue.

		ON	ONEOK INC /NEW/ [OKE]				(Check all applicable)				
(Last)	(First) FTH STREET	(Moi	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2006				Director 10% Owner X Officer (give title X Other (specify below) below) Sr VP & Special Counsel / Sr VP & Special Counsel				
	(Street)	4. If	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
TULSA, O	K 74103	Filed	Filed(Month/Day/Year)				Applicable Line) _X_ 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 Da (Month/Day/Year		Code ar) (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)		
Common Stock, par value \$.0.01	02/20/2006		A	4,506 (1)	D	\$ 30.155	2,189	I	Restricted		
Common Stock, par value \$.0.01	02/20/2006		F	2,189 (2)	D	\$ 30.155	0	I	Restricted		
Common Stock, par value	02/20/2006		M	6,000 (3)	A	\$ 30.155	35,132	I	by Trust		

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\$.0.01 <u>(3)</u>								
Common Stock, par value \$.0.01	02/20/2006	F	2,072 (4)	D	\$ 30.155	33,060	I	by Trust
Common Stock, par value \$.0.01	02/20/2006	A	4,506 (1)	A	\$ 30.155	37,566	I	by Trust
Common Stock, par value \$.0.01						1,000	I	by Father's Trust
Common Stock, par value \$.0.01						1,668	I	by Mother's Trust
Common Stock, par value \$.0.01						265	I	by Spouse
Common Stock, par value \$.0.01						27,728	I	by Thrift Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(e.g., pacs,	cuils, warrants, oper	ions, conve	Tensie securitie	,			
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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share

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Performance Shares (3) 02/20/2006 M 6,000 (3) 02/20/2006(3) Stock, par value \$0.01

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GABERINO JOHN A JR 100 W. FIFTH STREET TULSA, OK 74103

Sr VP & Special Counsel Sr VP & Special Counsel

Signatures

By: Eric Grimshaw, Attorney in Fact For: John A.

Gaberino

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) 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.
- (2) Shares surrendered to pay tax liability due at vesting of Restricted Shares.
- (3) 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.
- (4) Shares surrendered to pay tax liability due at vesting of Performance Shares.

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.

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