Edgar Filing: ONEOK INC /NEW/ - Form 4

ONEOK IN Form 4	IC /NEW/									
February 18	3, 2005									
FORM	Λ4		~ ~ ~ ~			~~~			PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4	nger STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17(nge Act of 1934, of 1935 or Section 940	response on	. 0.5						
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> DAY JAMES C			Symbol	er Name an		-	5. Relationship of Reporting Person(s) to Issuer			
				K INC /N	-	-	(Check all applicable)			
(Last) (First) (Middle) 100 WEST FIFTH STREET				of Earliest T Day/Year) 2005	ransaction		_X_Director10% Owner Officer (give titleOther (specify below)below)			
(Street)				endment, D nth/Day/Yea	-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
TULSA, O	K 74103						Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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)	
Damindan Da	nont on a compute line	for each als	an of any		Amount	(D) Price	on in dina atly			
Keminder: Ke	port on a separate line	tor each cla		unties bene	Perso infor requi	ons who res mation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		(Instr. 5)

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	Derivative Security				Secur Acqu (A) o Dispo of (D (Instr 4, and	ired r osed) : 3,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/17/2005	A <u>(2)</u>		25		<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.0.01	25	\$ 29.45
Phantom Stock	<u>(1)</u>	02/17/2005	A <u>(2)</u>		26		<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.0.01	26	\$ 29.45
Phantom Stock	<u>(1)</u>	02/17/2005	A <u>(2)</u>		25		<u>(3)</u>	(3)	Common Stock, par value \$.0.01	25	\$ 29.45

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
DAY JAMES C 100 WEST FIFTH STREET TULSA, OK 74103	Х			
Signatures				
By: Eric Grimshaw, Attorney i C. Day	02/18/2005			

**Signature of Reporting Person

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) Shares of phantom stock are convertible into Issuer common stock on a 1-for-1 ratio.
- (2) Board and/or Board Committee meeting fees elected to be deferred to phantom stock under the Issuer's Deferred Compensation Plan for Non-Employee Directors and to be issued at determination date under the Issuer's Long-Term Incentive Plan.

Date

(3) Phantom stock is accrued under the Issuer's Deferred Compensation Plan for Non-Employee Directors and is settled in shares of Issuer common stock upon the reporting person's retirement.

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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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.