

ONEOK INC /NEW/
Form 4
February 22, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MIERS SHEPPARD F III

(Last) (First) (Middle)

100 W. FIFTH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ONEOK INC /NEW/ [OKE]

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

02/19/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & Chief Accounting Officer

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	02/19/2017		M		1,220.7386	A	\$ 53.65	18,080.7536	D
Common Stock, par value \$0.01	02/19/2017		F		638.7386	D	\$ 53.65	17,442.015	D
Common Stock, par value \$0.01	02/19/2017		M		2,591.2078	A	\$ 53.65	20,033.2228	D

Common
Stock, par
value 02/19/2017 F 1,234.2078 D \$ 53.65 18,799.015 D
\$.001

Common
Stock, par
value 10,063.178 I by Thrift
\$.001 Plan

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

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(9-02)

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
PSU 2014	<u>(1)</u>	02/19/2017		M	3,239.0097	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01	3,239.00
RSU 2014	<u>(2)</u>	02/19/2017		M	1,220.7386	<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$.0.01	1,220.73

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MIERS SHEPPARD F III 100 W. FIFTH STREET TULSA, OK 74103	VP & Chief Accounting Officer

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Sheppard F.
Miers

02/22/2017

__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, including dividend equivalents, vested on February 19, 2017, at the 80th percentile for the Issuer's total stockholder return compared to total stockholder return of a selected peer group, resulting in the reported shares being issued to the reporting person. One share of the Issuer's common stock is paid out for each vested performance unit.
- (2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 19, 2017. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the same time the shares underlying the vested units were issued. One share of the Issuer's common stock is paid out 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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