

Edgar Filing: ONEOK INC - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
4,714,434

NUMBER OF
SHARES
BENEFICIALLY

OWNED BY
EACH

An additional 39,892,896 shares of Common Stock issuable in certain circumstances in the event of the conversion (the conditions for which are not expected to occur within the next 60 days) of 19,946,448 shares of Series A Convertible Preferred Stock.

REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
4,714,434

An additional 39,892,896 shares of Common Stock issuable in certain circumstances in the event of the conversion (the conditions for which are not expected to occur within the next 60 days) of 19,946,448 shares of Series A Convertible Preferred Stock.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,714,434

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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7.42%

Up to 45.0% of the Common Stock outstanding in the event of conversion (the conditions for which are not expected to occur within the next 60 days) of Series A Convertible Preferred Stock.

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

CUSIP No. 68267810

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION No. OF ABOVE PERSON

WESTAR INDUSTRIES, INC. (f/n/a WESTAR CAPITAL, INC.) 48-1092416

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

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SHARES
BENEFICIALLY

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19,946,448 shares of Series A Convertible

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OWNED BY Preferred Stock.
EACH

REPORTING
PERSON WITH

9

SOLE DISPOSITIVE POWER
0

10

SHARED DISPOSITIVE POWER
4,714,434
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Common Stock issuable in certain
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Stock.

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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conditions for which are not expected to occur within the next
60 days) of 19,946,448 shares of Series A Convertible
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.42%
Up to 45.0% of the Common Stock outstanding in the event of
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within the next 60 days) of Series A Convertible Preferred
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14 TYPE OF REPORTING PERSON

CO

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Item 1. Security and Issuer.

This statement on Schedule 13D (the "Statement") is filed by Western Resources, Inc. ("Western") and Westar Industries, Inc. (f/n/a Westar Capital, Inc.), a Kansas corporation and a wholly owned subsidiary of Western ("Westar"

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and, together with Western, the "Reporting Persons"), and relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of ONEOK, Inc., an Oklahoma corporation (the "Issuer") which Common Stock is held by Westar. This Statement supplements and amends the statement on Schedule 13D originally filed by Western with the Commission on December 5, 1997, as amended by Amendment No. 1, filed with the Commission on November 29, 1999, Amendment No. 2, filed with the Commission on January 27, 2000, Amendment No. 3, filed with the Commission on March 8, 2000, Amendment No. 4 filed with the Commission on April 8, 2002 and Amendment No. 5 filed with the Commission on April 26, 2002 (as amended, the "Schedule 13D").

The address of the principal executive offices of the Issuer is: ONEOK, Inc., 100 West Fifth Street, Tulsa, Oklahoma 74103.

Item 4. Purpose of the Transaction.

The last paragraph of the Reporting Persons' disclosure under Item 4 is deleted in its entirety and is replaced with the following (capitalized terms not otherwise defined herein are used as defined in the Shareholder Agreement filed as Exhibit 3 to this Schedule 13D):

In addition, to the provision summarized above and the Reporting Persons' rights thereunder, the Reporting Persons may, consistent with the terms of the Shareholder Agreement, dispose of a portion of their investment representing less than 5% of the Voting Power of the Issuer without the prior consent of the Issuer, dispose of all or a portion of their investment in registered public offerings pursuant to demand or piggyback registrations under the terms a Registration Rights Agreement (a copy of which is filed as Exhibit 4 to this Schedule 13D) and pursuant to a Clearly Credible Tender Offer for the Issuer.

At present, the Reporting Persons intend to pursue the disposition of their investment in the Issuer in any manner permitted by the Shareholder Agreement. The Reporting Persons have engaged JPMorgan to advise them with respect to this matter.

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Signature

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2002

WESTERN RESOURCES, INC.

By: /s/ Larry D. Irick

Name: Larry D. Irick, Esq.
Title: Vice President and Corporate Secretary

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WESTAR INDUSTRIES, INC.

By: /s/ Paul R. Geist

Name: Paul R. Geist
Title: President

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