KYLE DAVID L Form 4

January 21, 2009

# 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* KYLE DAVID L

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

ONEOK INC /NEW/ [OKE]

3. Date of Earliest Transaction

(Month/Day/Year) 01/19/2009

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

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

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response...

(Check all applicable)

\_X\_\_ Director 10% Owner Officer (give title \_\_X\_ Other (specify below) below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**TULSA, OK 74103** 

100 W. FIFTH STREET

(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) sactiomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$.0.01	01/19/2009		Code V M	Amount 25,000	or (D)	Price \$ 28.695	(Instr. 3 and 4) 198,034	D D		
Common Stock, par value \$.0.01	01/19/2009		F	6,843	D	\$ 28.695	191,191	D		
Common Stock, par value \$.0.01	01/19/2009		M	95,000	A	\$ 28.695	286,191	D		

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Common Stock, par value \$.0.01	01/19/2009	F	25,127	D	\$ 28.695	261,064	D	
Common Stock, par value \$.0.01						39,000	I	By Kyle Family Trust (1)
Common Stock, par value \$.0.01						1,100	I	By Step-Son
Common Stock, par value \$.0.01						51,071	I	IRA
Common Stock, par value \$.0.01						1,100	I	by Son
Common Stock, par value \$.0.01						36,431	I	by Spouse

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 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 ionDerivative 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
Performance Units	(2)	01/19/2009		M	95,	5,000	(2)	(2)	Common Stock, par value	95,000

\$.0.01

Restricted Units 01/19/2009 M 25,000 (3) (3) (3) (3) (5) (Common Stock, par value \$25,000 \$0.01

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KYLE DAVID L

100 W. FIFTH STREET X Chairman of the Board TULSA, OK 74103

# **Signatures**

By: Eric Grimshaw, Attorney in Fact For: D. L. Kyle 01/21/2009

\*\*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).
- These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The (1) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on January 19, 2009, at 100% of the (2) 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.
- (3) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested 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. 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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