

MIERS SHEPPARD F III
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 W. FIFTH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP & Chief Accounting Officer

TULSA, OK 74103

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2013	(1)	02/20/2013	A	3,950					(1)	(1)	Common Stock, par value \$0.01	3,950
Restricted Units 2013	(2)	02/20/2013	A	1,325					(2)	(2)	Common Stock, par value \$0.01	1,325

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 02/21/2013

__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 will vest on February 20, 2016, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.
- (2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 20, 2016. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of the Issuer's common stock for each vested restricted unit and dividend equivalent.

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.