

ONEOK INC /NEW/  
Form 4  
November 22, 2011

**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 \*  
SPENCER TERRY K

(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)  
11/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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  | 11/21/2011                           |  | M                              |   | 3,500   | A  | \$ 17.045   |
| Common Stock, par value \$0.01  | 11/21/2011                           |  | F                              |   | 759   | D  | \$ 78.55  |
| Common Stock, par value \$0.01  | 11/21/2011                           |  | F                              |   | 1,423   | D  | \$ 78.55  |

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|   |            |   |       |   |          |            |   |                   |
|---|------------|---|-------|---|----------|------------|---|-------------------|
| Common<br>Stock, par<br>value<br>\$.001 | 11/21/2011 | M | 2,000 | A | \$ 16.88 | 26,693.612 | D |                   |
| Common<br>Stock, par<br>value<br>\$.001 | 11/21/2011 | F | 429   | D | \$ 78.55 | 26,264.612 | D |                   |
| Common<br>Stock, par<br>value<br>\$.001 | 11/21/2011 | F | 815   | D | \$ 78.55 | 25,449.612 | D |                   |
| Common<br>Stock, par<br>value<br>\$.001 |            |   |       |   |          | 7,357.735  | I | by Thrift<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |  |
|---|--|---|---|--------------------------------------|---|--|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date   | Title                                  |  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 16.88   | 11/21/2011                              |   | M                                    | 2,000   | <u>(1)</u> 02/20/2013  | Common<br>Stock, par<br>value<br>\$.001                          | 2,000                                  |  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.045  | 11/21/2011                              |   | M                                    | 3,500   | <u>(2)</u> 01/17/2012  | Common<br>Stock, par<br>value<br>\$.001                          | 3,500                                  |  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| SPENCER TERRY K<br>100 W. FIFTH STREET<br>TULSA, OK 74103 |               |           | OKS - COO |       |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Terry K.  
Spencer

11/22/2011

\_\_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) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vested in three equal annual installments beginning 02/20/04.
- (2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vested in four equal annual installments beginning 01/17/03.

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.