

KELLEY CHARLES M  
Form 3  
May 31, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
KELLEY CHARLES M		(Month/Day/Year)	ONEOK INC /NEW/ [OKE]	
(Last)	(First)	(Middle)	05/23/2018	
100 W. FIFTH STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
TULSA, OK 74103			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SR VP NGG&P	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001	47,708	D	
Common Stock, par value \$.001	11,308.12	I	by Thrift Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
PSU 2016	Â (1)	Â (1)	Common Stock, par value \$0.01	18,282.3019	\$ (1)	D	Â
PSU 2017	Â (2)	Â (2)	Common Stock, par value \$0.01	8,459.8074	\$ (2)	D	Â
PSU 2018	Â (3)	Â (3)	Common Stock, par value \$0.01	7,295.6523	\$ (3)	D	Â
RSU 2016	Â (4)	Â (4)	Common Stock, par value \$0.01	4,132.9507	\$ (4)	D	Â
RSU 2017	Â (5)	Â (5)	Common Stock, par value \$0.01	2,001.8535	\$ (5)	D	Â
RSU 2018	Â (6)	Â (6)	Common Stock, par value \$0.01	1,796.2568	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY CHARLES M 100 W. FIFTH STREET TULSA, OK 74103	Â	Â	Â SR VP NGG&P	Â

## Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Charles M. Kelley 05/31/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

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Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 17, 2019, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder 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 balance shown includes dividend equivalents earned since the award date of February 17, 2016. 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) Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 22, 2020, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder 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 balance shown includes dividend equivalents earned since the award date of February 22, 2017. 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.

- (3) Performance units awarded under the Issuer's Equity Compensation Plan. The award will vest on February 21, 2021, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder 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 balance shown includes dividend equivalents earned since the award date of February 21, 2018. 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.

- (4) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 17, 2019. 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 balance shown includes dividend equivalents earned since the award date of February 17, 2016. 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.

- (5) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 22, 2020. 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 balance shown includes dividend equivalents earned since the award date of February 22, 2017. 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.

- (6) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 21, 2021. 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 balance shown includes dividend equivalents earned since the award date of February 21, 2018. 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.