

SPENCER TERRY K  
Form 4  
February 20, 2019

**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)  
02/17/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT & CEO

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 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  | 02/17/2019                           |  | M                              |   | 24,197.5113   | A  | \$ 67.6   |
| Common Stock, par value \$0.01  | 02/17/2019                           |  | F                              |   | 10,749  | D  | \$ 67.6   |
| Common Stock, par value \$0.01  | 02/17/2019                           |  | M                              |   | 222,099.4073  | A  | \$ 67.6   |

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|  |            |   |        |   |            |              |   |                   |
|--|------------|---|--------|---|------------|--------------|---|-------------------|
| Common<br>Stock, par<br>value<br>\$.0.01 | 02/17/2019 | F | 98,501 | D | \$<br>67.6 | 474,947.8811 | D |                   |
| Common<br>Stock, par<br>value<br>\$.0.01 |            |   |        |   |            | 27,778.955   | 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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**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 of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                                    |
| PSU<br>2016   | <u>(1)</u>   | 02/17/2019                              |   | M                                    | 111,049.7039  | <u>(1)</u> <u>(1)</u>  | Common<br>Stock, par<br>value<br>\$.0.01 111,0                      |
| RSU<br>2016   | <u>(2)</u>   | 02/17/2019                              |   | M                                    | 24,197.5113   | <u>(2)</u> <u>(2)</u>  | Common<br>Stock, par<br>value<br>\$.0.01 24,19                      |

## Reporting Owners

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

## Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Terry K. Spencer 02/20/2019

\_\_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).

Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on February 17, 2019, at 200% of the performance units awarded based upon the Issuer's total shareholder return compared to total shareholder return of a selected peer group.

(1) During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and shares were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each vested performance unit and dividend equivalent.

Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 17, 2019. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the time the underlying units vested and were issued. The award and credited dividend equivalents were payable one share of the Issuer's common stock for each

(2) 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.

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