

ONEOK Partners LP
Form 4
July 03, 2017

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 *
ONEOK INC /NEW/

2. Issuer Name and Ticker or Trading Symbol
ONEOK Partners LP [OKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 WEST FIFTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

TULSA, OK 74103
(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Units | 06/30/2017 | | P | | 171,493,399 <u>(1)</u> | A | <u>(1)</u> 107,332,833 <u>(2)</u> | D | |
| Common Units | | | | | | | 1,000,000 | I | By subsidiary <u>(3)</u> |
| Common Units | | | | | | | 6,000,000 | I | By subsidiary <u>(4)</u> |

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

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displays a currently valid OMB control number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEOK INC /NEW/ 100 WEST FIFTH STREET TULSA, OK 74103 | | X | | |

Signatures

ONEOK, Inc., By: /s/Eric Grimshaw 06/30/2017

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).

- Pursuant to the Agreement and Plan of Merger dated as of January 31, 2017 (the "Merger Agreement"), by and among ONEOK, Inc. ("ONEOK"), New Holdings Subsidiary, LLC., ONEOK Partners, L.P. ("ONEOK Partners") and ONEOK Partners GP, L.L.C., at the effective time of the merger, all ONEOK Partners common units owned by ONEOK Partners were cancelled, and each outstanding ONEOK Partners common unit not owned by the Reporting Person or ONEOK Partners converted into 0.985 of a share of ONEOK common stock, par value \$0.01 per share. As of the effective time of the merger, all common units converted into the right to receive the merger consideration are no longer outstanding and have been automatically cancelled and cease to exist.
- (1)
 - (2) Includes 72,988,252 Class B units, all of which are directly held by ONEOK and may be converted into ONEOK Partners common units on a one-for-one basis at ONEOK's option.
 - (3) These common units are held by ONEOK Partners GP, L.L.C., a wholly-owned subsidiary of the Reporting Person and the sole general partner of ONEOK Partners.
 - (4) These common units are held by ONEOK Unit Holdings, Inc., a wholly-owned subsidiary of the Reporting Person.

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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