

ONEOK INC /NEW/
Form 4
August 09, 2006

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 *
MAXWELL WILLIAM S

(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)
08/08/2006

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) ___X_ Other (specify below)
President, ONEOK Energy / President, ONEOK Energy

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|---|
| Common Stock, par value \$0.01 | 08/08/2006 | | M | 316 | A | \$ 33.89 | 30,275 | D | |
| Common Stock, par value \$0.01 | 08/08/2006 | | F | 281 | D | \$ 38.11 | 29,994 | D | |
| Common Stock, par value | 08/08/2006 | | F | 11 | D | \$ 38.11 | 29,983 | D | |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|-------------|--------|---|
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | M | 285 | A | \$ 33.89 | 30,268 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 253 | D | \$ 38.11 | 30,015 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 10 | D | \$ 38.11 | 30,005 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | M | 4,111 | A | \$ 33.89 | 34,116 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 3,655 | D | \$ 38.11 | 30,461 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 148 | D | \$ 38.11 | 30,313 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | M | 11,191 | A | \$ 33.89 | 41,504 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 9,951 | D | \$ 38.11 | 31,553 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 405 | D | \$ 38.11 | 31,148 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | M | 146 | A | \$ 33.89 | 31,294 | D |
| \$0.01 | | | | | | | |
| Common Stock, par value | 08/08/2006 | F | 129 | D | \$ 38.11 | 31,165 | D |
| \$0.01 | | | | | | | |

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|--|------------|------------------------|-------|---|-------------|--------|---|
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 5 | D | \$ 38.11 | 31,160 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | M | 1,610 | A | \$ 33.89 | 32,770 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 1,431 | D | \$ 38.11 | 31,339 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 58 | D | \$ 38.11 | 31,281 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | M | 1,324 | A | \$ 33.89 | 32,605 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 1,177 | D | \$ 38.11 | 31,428 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 47 | D | \$ 38.11 | 31,381 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | M | 2,490 | A | \$ 27.65 | 33,871 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 1,806 | D | \$ 38.11 | 32,065 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | F | 223 | D | \$ 38.11 | 31,842 | D |
| Common Stock, par value \$.0.01 | 08/08/2006 | <u>A⁽¹⁾</u> | 1 | A | \$ 38.33 | 31,843 | D |
| | | | | | | 2,724 | I |

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Common
Stock, par
value
\$.0.01

by Thrift
Plan

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 (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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|
| | | | | | Acquired (A) | Disposed of (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 27.65 | 08/08/2006 | | M | | 2,490 | (2) | 10/21/2009 | Common Stock, par value \$.0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | | M | | 4,111 | (2) | 10/16/2007 | Common Stock, par value \$.0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | | M | | 285 | (2) | 10/15/2008 | Common Stock, par value \$.0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | | M | | 1,610 | (2) | 10/15/2008 | Common Stock, par value \$.0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | | M | | 1,324 | (2) | 10/15/2008 | Common Stock, par value \$.0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | | M | | 316 | (2) | 10/21/2009 | Common Stock, par value \$.0.01 |

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|---|----------|------------|---|--------|-----|------------|--------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | M | 146 | (2) | 10/21/2009 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 33.89 | 08/08/2006 | M | 11,191 | (2) | 01/18/2011 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 3,655 | (2) | 10/16/2007 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 253 | (2) | 10/15/2008 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 1,431 | (2) | 10/15/2008 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 1,177 | (2) | 10/15/2008 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 281 | (2) | 10/21/2009 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 129 | (2) | 10/21/2009 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 1,806 | (2) | 10/21/2009 | Common Stock, par value \$0.01 |
| Non-Qualified Stock Option (right to buy) | \$ 38.11 | 08/08/2006 | A | 9,951 | (2) | 01/18/2011 | Common Stock, par value \$0.01 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAXWELL WILLIAM S
100 W. FIFTH STREET
TULSA, OK 74103

President, ONEOK Energy President, ONEOK Energy

Signatures

By: Eric Grimshaw, Attorney in Fact For: William S.
Maxwell

08/09/2006

__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) Share acquired under Issuer's Employee Stock Award Program.
- (2) This is a reload option having the same terms as the original option and exercisable in six months from the date of grant.

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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