ONE Gas, Inc. Form 4 February 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

ONE Gas, Inc. [OGS]

Symbol

1(b).

(Print or Type Responses)

Lawhorn Caron A

			ONE Gas, Inc. [OGS]			(Check all applicable)				
(Last) (First) (Middle) 15 E. 5TH STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/22/2016					Director 10% Owner X Officer (give title Other (specify below) See Remarks		
				. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
TULSA, OK 74103								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative :	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securit on(A) or Dir (Instr. 3, 4)	sposed	of (D)	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	02/22/2016			M	33,812 (1) (2)	A	\$ 58.36 (1) (2)	101,040	D	
Common stock, par value \$0.01	02/22/2016			F	14,046 (1) (2)	D	\$ 58.36 (1) (2)	86,994	D	
Common stock, par value \$0.01	02/22/2016			M	4,598 (3)	A	\$ 58.36 (3)	91,592	D	
Common stock, par	02/22/2016			F	1,542 (3)	D	\$ 58.36	90,050	D	

value \$0.01 (3)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2013	<u>(1)</u> <u>(2)</u>	02/22/2016		M	33,812	(1)(2)	(1)(2)	Common stock, par value \$0.01	33,812
Restricted Units 2013	<u>(3)</u>	02/22/2016		M	4,598	(3)	<u>(3)</u>	Common stock, par value \$0.01	4,598

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Lawhorn Caron A							
15 E. 5TH STREET			See Remarks				
TULSA, OK 74103							

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Caron A.
Lawhorn

02/23/2016

**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).

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On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of

ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). In connection with the Distribution, performance units were awarded under ONE Gas' Equity Compensation Plan, pursuant to that certain Employee Matters

Agreement by and between ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"). The award vested on February 20, 2016, and was certified by the Executive Compensation Committee of the Board of Directors on February 22, 2016. A portion of the award, or 11,943 performance units, vested in an amount equal to 177% of the performance units awarded based upon ONE Gas' total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 1,077.33 shares.

- (Continued from Footnote 1) The remainder of the award vested in an amount equal to 200% of the performance units awarded based upon ONEOK's total shareholder return compared to total shareholder return of the ONEOK referenced peer group over the performance period from the original grant date to January 31, 2014, plus accrued dividends of 562.28 shares. The award was payable one share of ONE Gas' common stock for each vested performance unit and accrued dividends.
- Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award vested on February 20, 2016. The award was payable one share of ONE Gas' common stock for each vested restricted unit and accrued dividends of 222.99 shares.

Remarks:

Senior Vice President, Commercial

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.