ONEOK INC /NEW/
Form 4
November 01, 2004

# FORM 4

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

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

| OMB APPROVAL | |
| --- | --- |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>BELL WILLIAM M | 2. Issuer Name **and** Ticker or Trading Symbol<br>**ONEOK INC /NEW/ [OKE]** | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>__X__ Director _____ 10% Owner<br>_____ Officer (give title _____ Other (specify below) below) |
| --- | --- | --- |
| (Last) (First) (Middle)<br><br>LIBERTY BANCORP INC, PO BOX 25848 | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/28/2004 | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| OKLAHOMA CITY, OK 73125 | | |
| (City) (State) (Zip) | | |

**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 | | | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 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 |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr. 5) | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | (1) | 10/28/2004 | | A(2) | | 14 | | (3) | (3) | Common Stock, par value $.0.01 | 14 | $ 26.695 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| BELL WILLIAM M LIBERTY BANCORP INC PO BOX 25848 OKLAHOMA CITY, OK 73125 | X | | | |

# Signatures

By: Eric Grimshaw, Attorney in Fact For: William M. Bell                                                  11/01/2004

**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)    Shares of phantom stock are convertible into Issuer common stock on a 1-for-1 ratio.

(2)    Board and/or Board Committee meeting fees elected to be deferred to phantom stock under the Issuer's Deferred Compensation Plan for Non-Employee Directors and to be issued at determination date under the Issuer's Long-Term Incentive Plan.

(3)    Phantom stock is accrued under the Issuer's Deferred Compensation Plan for Non-Employee Directors and is settled in shares of Issuer common stock upon the reporting person's retirement.

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.