

KNEALE JAMES C

Form 4

February 22, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNEALE JAMES C

(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)
02/20/2006

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 ____X____ Other (specify
below) below)
Exec. VP - Finance & Admin and / Exec. VP
- Finance & Admin and

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001 ⁽¹⁾	02/20/2006		M	12,500 ⁽¹⁾	A \$ 30.155	71,192	D
Common Stock, par value \$.001	02/20/2006		F	5,046 ⁽²⁾	D \$ 30.155	66,146	D
Common Stock, par value	02/20/2006		A	8,411 ⁽³⁾	A \$ 30.155	74,557	D

\$0.01

Common Stock, par value	02/20/2006	A	8,411 (3)	D	\$ 30.155	5,537	I	Restricted
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Common Stock, par value	02/20/2006	F	5,537 (4)	D	\$ 30.155	0	I	Restricted
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Common Stock, par value						3,821	I	by Spouse (5)
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Common Stock, par value						35,937	I	by Thrift Plan
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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.

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
Performance Shares (1)	(1)	02/20/2006		M	12,500 (1)	(1) 02/20/2006(1)	Common Stock, par value \$0.01

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

KNEALE JAMES C
100 W. FIFTH STREET
TULSA, OK 74103

Exec. VP - Finance & Admin
and

Exec. VP - Finance &
Admin and

Signatures

By: Eric Grimshaw, Attorney in Fact For: James C.
Kneale

02/22/2006

__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) Performance shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The award vested for 100% of the performance shares based upon the Company's total stockholder return compared to total stockholder return of a selected peer group.
- (2) Shares surrendered to pay tax liability due at vesting of Performance Shares.
- (3) Restricted shares awarded under the Issuer's Long-Term Incentive Plan on 2-20-03. The restricted stock vested in full on 2-20-06.
- (4) Shares surrendered to pay tax liability due at vesting of Restricted Shares.
- (5) The reporting person disclaims ownership of the shares indirectly owned by his spouse.

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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