

ONEOK INC /NEW/

Form 4

April 11, 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)
04/07/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001	04/07/2006		M	4,767	A \$ 26.31	83,622	D
Common Stock, par value \$.001	04/07/2006		F	3,763	D \$ 33.325	79,859	D
Common Stock, par value	04/07/2006		F	398	D \$ 33.325	79,461	D

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\$0.01

Common
Stock, par
value
\$0.01

04/07/2006

M

10,000 A

\$
17.045

89,461

D

Common
Stock, par
value
\$0.01

04/07/2006

F

5,114 D

\$
33.325

84,347

D

Common
Stock, par
value
\$0.01

04/07/2006

F

1,939 D

\$
33.325

82,408

D

Common
Stock, par
value
\$0.01

3,821

I

by Spouse
(1)

Common
Stock, par
value
\$0.01

36,289

I

by Thrift
Plan

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 (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 a Underlyi (Instr. 3 a			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.045	04/07/2006		M			10,000	01/17/2003 ⁽²⁾	01/17/2012	Comm Stock, p value \$0.01
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M			2,552	⁽³⁾	10/10/2006	Comm Stock, p value

									\$0.00
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	426	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	4,767	<u>(3)</u>	10/16/2007	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	3,438	<u>(3)</u>	10/15/2008	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	2,215	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 26.31	04/07/2006		M	18,867	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006		M	1,192	<u>(3)</u>	10/21/2009	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006		M	12,418	<u>(3)</u>	01/18/2011	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006		M	5,078	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006		M	5,345	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 31.8876	04/07/2006		M	5,345	<u>(3)</u>	01/17/2012	Comm Stock, P value \$0.00	
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006		A	2,014	<u>(3)</u>	10/10/2006	Comm Stock, P value \$ 0.00	

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Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	336	<u>(3)</u>	10/16/2007	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	3,763	<u>(3)</u>	10/16/2007	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	2,714	<u>(3)</u>	10/15/2008	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,140	<u>(3)</u>	10/21/2009	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	1,748	<u>(3)</u>	10/21/2009	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	11,882	<u>(3)</u>	01/18/2011	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	14,895	<u>(3)</u>	01/18/2011	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	4,858	<u>(3)</u>	01/17/2012	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$.0.0
Non-Qualified Stock Option (right to buy)	\$ 33.325	04/07/2006	A	5,114	<u>(3)</u>	01/17/2012	Comm Stock, P value \$.0.0

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

04/11/2006

__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) The reporting person disclaims ownership of the shares indirectly owned by his spouse.

(2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/17/03.

(3) 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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