

KNEALE JAMES C  
 Form 4  
 October 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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)  
 10/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|---|

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| Security (Instr. 3)                       | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                                |                            |
|---|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------------------------|----------------------------|
|   |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 38.64                                 | 10/10/2006           | A               |   | 4,410            |                  | (1)              | 01/17/2012      | Common Stock, par value \$0.01 | 4,410                      |
| Non-Qualified Stock Option (right to buy) | \$ 38.64                                 | 10/10/2006           | A               |   | 4,410            |                  | (1)              | 01/17/2012      | Common Stock, par value \$0.01 | 4,410                      |
| Non-Qualified Stock Option (right to buy) | \$ 38.64                                 | 10/10/2006           | A               |   | 219              |                  | (1)              | 01/17/2012      | Common Stock, par value \$0.01 | 219                        |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                   |                                |
|--|---------------|-----------|-----------------------------------|--------------------------------|
|  | Director      | 10% Owner | Officer                           | Other                          |
| KNEALE JAMES C<br>100 W. FIFTH STREET<br>TULSA, OK 74103 |               |           | Exec. VP - Finance & Admin<br>and | Exec. VP - Finance & Admin and |

## Signatures

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

10/11/2006

\*\*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) 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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