WORLEY PHYLLIS

Form 4

February 07, 2005

FORM 4

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

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

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

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| WORLEY | PHYLLIS | Symbol ONE(| ı DK INC /NEW/ | [OKE] | C | Issuer | | |
|--|---|----------------|----------------------------------|--------------------|--------------|--|--|---|
| (Last) | (First) | | of Earliest Transac | | | (Che | ck all applicab | le) |
| ` , | FIFTH STREET | (Month | /Day/Year) | | | DirectorX_ Officer (giv below) President - Kans | re title _X_ Or below) | |
| | (Street) | 4. If Ar | mendment, Date Or | riginal | | 6. Individual or J | oint/Group Fil | ing(Check |
| TULSA, O | K 74103 | Filed(M | Ionth/Day/Year) | | | Applicable Line) _X_ Form filed by Form filed by l | One Reporting I More than One F | |
| | K /4103 | | | | | Person | | |
| (City) | (State) | (Zip) Ta | ble I - Non-Deriv | ative Secu | ırities Acq | uired, Disposed o | of, or Beneficia | ally Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Transaction(A) of Code (Inst. 8) | r. 3, 4 and (A) or | ed 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 | 02/03/2005 | | Code V Amo | | \$ 17.045 | 3,877 | D | |
| Common Stock, par value \$.0.01 | 02/03/2005 | | F 1,43 | 39 D | \$ 28.415 | 2,438 | D | |
| Common Stock, par value | 02/03/2005 | | F 361 | D | \$ 28.415 | 2,077 | D | |

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| Φ | Λ | Λ | 1 |
|----|----|----|---|
| Α. | () | .0 | н |

| Common Stock, par value \$.0.01 (1) | 02/04/2005 | A(2) | 1 | A | <u>(2)</u> | 2,078 | D | |
|--|------------|------|---|---|------------|--------|---|-------------------|
| Common Stock, par value \$.0.01 | | | | | | 6,394 | I | Restricted |
| Common Stock, par value \$.0.01 | | | | | | 11,200 | 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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day/ | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | | | |
|---|---|--------------------------------------|---|---|-------|---|---|--------------------|--|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar or Nu of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 17.045 | 02/03/2005 | | M | | 2,400 | (3) | 01/17/2012 | Common Stock, par value \$.0.01 | |
| Non-Qualified Stock Option (right to buy) | \$ 28.415 | 02/03/2005 | | A | 1,439 | | <u>(4)</u> | 01/17/2012 | Common Stock, par value \$.0.01 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------|---------------|
| Reporting Owner Maine / Address | |

Director 10% Owner Officer Other

Reporting Owners 2

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WORLEY PHYLLIS 100 WEST FIFTH STREET TULSA, OK 74103

President - Kansas Gas

President -Kansas Gas

Signatures

By: Eric Grimshaw, Attorney in Fact For: Phyllis Worley

02/07/2005

**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).
- The amount of securities beneficially owned following the reported transactions includes shares of common stock acquired under the ONEOK, Inc. Direct Stock Purchase and Dividend Reinvestment Plan as well as shares of common stock acquired pursuant to dividend reinvestment features of the ONEOK, Inc. Employee Stock Purchase Plan and the ONEOK, Inc. Thrift Plan which acquisitions are exempt under Rule 16a-11.
- (2) Share acquired under Issuer's Employee Stock Award Program.
- (3) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/17/03.
- (4) 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. 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.

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