ONEOK INC /NEW/ Form 4

November 17, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GIBSON JOHN WILLIAM

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ONEOK INC /NEW/ [OKE]

(Check all applicable)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title \_X\_ Other (specify

100 W. FIFTH STREET 11/15/2006

below) below) President - Energy / President - Energy

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**TULSA, OK 74103** 

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4)

Code V Amount (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) of Disposed of (Disposed of (Disposed) (Instr. 3, 4, and 5)	)			
				Code '	V	(A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 (1)	11/15/2006		A		6	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.0.01	6
Restricted Units	(2)	11/16/2006		A		150,000	(2)	(2)	Common Stock, par value \$.0.01	150,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GIBSON JOHN WILLIAM 100 W. FIFTH STREET TULSA, OK 74103			President - Energy	President - Energy				

# **Signatures**

By: Eric Grimshaw, Attorney in Fact For: John W. Gibson 11/17/2006

\*\*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).
- Shares of phantom stock allocated to reporting person's account under the Issuer's Non-Qualified Deferred Compensation Plan as a result (1) of payment by the Issuer of a quarterly dividend. Shares of phantom stock are payable in cash following termination of the reporting person's employment with the Issuer.
- (2) Restricted Unit Grant approved by ONEOK Board of Directors on November 16, 2006. The grant vests on January 1, 2012, and is payable one share of the issuer's common stock for each restricted unit.

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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