

HULSE WALTER S III

Form 4

February 21, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
HULSE WALTER S III

 2. Issuer Name **and** Ticker or Trading Symbol
ONEOK INC /NEW/ [OKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 W. 5TH ST.

 3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2018

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
 EVP STRATEGIC PLNG & CORP DEV

(Street)

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

TULSA, OK 74103

 6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 _____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 \$0.01	02/18/2018		M	3,739.6251	A \$ 57.15	3,739.6251	D
Common Stock, par value \$0.01	02/18/2018		F	1,709	D \$ 57.15	2,030.6251	D
Common Stock, par value \$0.01	02/18/2018		M	29,827.2606	A \$ 57.15	31,857.8857	D

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Common
Stock, par
value 02/18/2018 F 13,229 D \$ 57.15 18,628.8857 D
\$.01

Common
Stock, par
value 15,000 I Hulse
\$.01 2006 Rev
Trust

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 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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
PSU 2015	<u>(1)</u>	02/18/2018		M	14,913.6302	<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.01 14,913.
RSU 2015	<u>(2)</u>	02/18/2018		M	3,739.6251	<u>(2)</u> <u>(2)</u>	Common Stock, par value \$.01 3,739.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HULSE WALTER S III 100 W. 5TH ST. TULSA, OK 74103	EVP STRATEGIC PLNG & CORP DEV

Signatures

By: Eric Grimshaw, Attorney-in-Fact For: Walter S.
Hulse III

02/21/2018

 **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 units awarded under the Issuer's Equity Compensation Plan. The award, including dividend equivalents, vested on February 18, 2018, at the 200th percentile for the Issuer's total stockholder return compared to total stockholder return of a selected peer group, resulting in the reported shares being issued to the reporting person. One share of the Issuer's common stock is paid out for each vested performance unit.

(2) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vested on February 18, 2018. During the 3-year vesting period, the award was credited with dividend equivalents that were paid out in shares of common stock at the same time the shares underlying the vested units were issued. One share of the Issuer's common stock is paid out for each vested 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.

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