

Edgar Filing: ONEOK INC - Form SC 13D/A

ONEOK INC
 Form SC 13D/A
 April 08, 2002

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

SCHEDULE 13D/A
 Under the Securities Exchange Act of 1934 (Amendment No. 4)

ONEOK, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

68267810

(CUSIP Number)

Larry D. Irick, Esq.
 Vice President and Corporate Secretary
 Western Resources, Inc.
 818 South Kansas Avenue
 Topeka, Kansas 66612
 (785) 575-1625

(Name, Address and Telephone Number of Person Authorized
 to Receive Notices and Communications)

April 8, 2002

(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: / /

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SCHEDULE 13D

CUSIP No. 68267810

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION No. OF ABOVE PERSON

 WESTERN RESOURCES, INC.; 48-0290150

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /
 (B) / /

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3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
4,714,434

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

An additional 39,892,896 shares of Common Stock
issuable in certain circumstances in the event of
the conversion (the conditions for which are not
expected to occur within the next 60 days) of
19,946,448 shares of Series A Convertible Preferred
Stock.

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
4,714,434

An additional 39,892,896 shares of Common Stock
issuable in certain circumstances in the event of
the conversion (the conditions for which are not
expected to occur within the next 60 days) of
19,946,448 shares of Series A Convertible Preferred
Stock.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,714,434

An additional 39,892,896 shares of Common Stock issuable in
certain circumstances in the event of the conversion (the
conditions for which are not expected to occur within the next
60 days) of 19,946,448 shares of Series A Convertible
Preferred Stock.

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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7.42%

Up to 45.0% of the Common Stock outstanding in the event of conversion (the conditions for which are not expected to occur within the next 60 days) of Series A Convertible Preferred Stock.

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

CUSIP No. 68267810

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION No. OF ABOVE PERSON

WESTAR INDUSTRIES, INC. (f/n/a WESTAR CAPITAL, INC.) 48-1092416

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kansas

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
4,714,434
NUMBER OF SHARES BENEFICIALLY
An additional 39,892,896 shares of Common Stock issuable in certain circumstances in the event of the conversion (the conditions for which are

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OWNED BY not expected to occur within the next 60 days)
EACH of 19,946,448 shares of Series A Convertible
REPORTING Preferred Stock.
PERSON WITH

-
- 9 SOLE DISPOSITIVE POWER
0
-
- 10 SHARED DISPOSITIVE POWER
4,714,434
An additional 39,892,896 shares of Common Stock
issuable in certain circumstances in the event
of the conversion (the conditions for which are
not expected to occur within the next 60 days)
of 19,946,448 shares of Series A Convertible
Preferred Stock.

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,714,434
An additional 39,892,896 shares of Common Stock issuable in
certain circumstances in the event of the conversion (the
conditions for which are not expected to occur within the next
60 days) of 19,946,448 shares of Series A Convertible
Preferred Stock.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.42%
Up to 45.0% of the Common Stock outstanding in the event of
conversion (the conditions for which are not expected to occur
within the next 60 days) of Series A Convertible Preferred
Stock.

14 TYPE OF REPORTING PERSON

CO

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Item 1. Security and Issuer.

This statement on Schedule 13D (the "Statement") is filed by Western Resources, Inc. ("Western") and Westar Industries, Inc. (f/n/a Westar Capital, Inc.), a Kansas corporation and a wholly owned subsidiary of Western ("Westar"

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and, together with Western, the "Reporting Persons"), and relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of ONEOK, Inc., an Oklahoma corporation (the "Issuer") which Common Stock is held by Westar. This Statement supplements and amends the statement on Schedule 13D originally filed by Western with the Commission on December 5, 1997, as amended by Amendment No. 1, filed with the Commission on November 29, 1999, Amendment No. 2, filed with the Commission on January 27, 2000, and Amendment No. 3, filed with the Commission on March 8, 2000 (as amended, the "Schedule 13D").

The address of the principal executive offices of the Issuer is: ONEOK, Inc., 100 West Fifth Street, Tulsa, Oklahoma 74103.

Item 4. Purpose of the Transaction.

The third paragraph of the Reporting Persons' disclosure under Item 4 is hereby amended to read in its entirety as follows:

The Reporting Persons are currently engaged in an active review of their alternatives for changing their investment in the Issuer. Based on the results of such review, the Reporting Persons' contractual obligations pertaining to such investment, market and general economic conditions, regulatory approvals, if any, and other facts the Reporting Persons deem relevant, the Reporting Persons may change their investment in the Issuer through any available means.

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Signature

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 8, 2002

WESTERN RESOURCES, INC.

By: /s/ Larry D. Irick

Name: Larry D. Irick, Esq.
Title: Vice President and Corporate Secretary

WESTAR INDUSTRIES, INC.

By: /s/ Paul R. Geist

Name: Paul R. Geist
Title: President

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