

NORTON PIERCE
Form 4
March 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
NORTON PIERCE

(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)
01/18/2007

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)
COO - ONEOK, Inc.

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01	02/18/2011		A	1	A	\$ 64.65	22,771	D
Common Stock, par value \$0.01	03/09/2011		A ⁽¹⁾	1	A	\$ 65.35	22,772	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 or Number of Shares
Performance Units 2007	(2)	01/18/2007		A	4,500	(2) (2)	Common Stock, par value \$0.01 4,500
Performance Units 2008	(3)	01/17/2008		A	6,800	(3) (3)	Common Stock, par value \$0.01 6,800
Performance Units 2009	(4)	01/15/2009		A	16,400	(4) (4)	Common Stock, par value \$0.01 16,400
Performance Units 2010	(5)	02/18/2010		A	9,500	(5) (5)	Common Stock, par value \$0.01 9,500
Performance Units 2011	(6)	02/17/2011		A	13,000	(6) (6)	Common Stock, par value \$0.01 13,000
Restricted Units 2008	(7)	01/17/2008		A	1,600	(7) (7)	Common Stock, par value \$0.01 1,600
Restricted Units 2009	(8)	01/15/2009		A	6,200	(8) (8)	Common Stock, par value \$0.01 6,200
Restricted Units 2010	(9)	02/18/2010		A	2,500	(9) (9)	Common Stock, par 2,500

								value \$.0.01	
Restricted Units 2011	(10)	02/17/2011	A	3,250	(10)	(10)	Common Stock, par value	3,250	
							\$.0.01		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON PIERCE 100 W. FIFTH STREET TULSA, OK 74103			COO - ONEOK, Inc.	

Signatures

By: Eric Grimshaw, Attorney in Fact For: Pierce H. Norton 03/11/2011

**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) Share acquired under Issuer's Employee Stock Award Program.
- (2) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 18, 2010, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.
- (3) Performance units awarded under the Issuer's Equity Compensation Plan. The award vested on January 17, 2011, for 100% of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.
- (4) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 15, 2012, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.
- (5) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 18, 2013, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.
- (6) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 17, 2014, for a percentage (0% to 200%) of the performance units awarded based upon the Issuer's total stockholder return compared to total stockholder return of a selected peer group. Performance units are payable one share of the Issuer's common stock for each vested performance unit.
- (7) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vested on January 17, 2011, and was payable one share of the Issuer's common stock for each vested restricted unit.
- (8) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on January 15, 2012, and is payable one share of the Issuer's common stock for each vested restricted unit.
- (9) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 18, 2013, and is payable one share of the Issuer's common stock for each vested restricted unit.
- (10) Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 17, 2014, and is payable one share of the Issuer's common stock 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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