

ONEOK INC /NEW/
Form 3
April 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MAXWELL WILLIAM S | | (Month/Day/Year) | ONEOK INC /NEW/ [OKE] | |
| (Last) | (First) | (Middle) | 04/07/2006 | |
| 100 W. FIFTH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TULSA, OK 74103 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, ONEOK Energy / | |
| | | | President, ONEOK Energy | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.01 | 29,957 | D | ^ |
| Common Stock, par value \$.01 | 2,698 | I | by Thrift Plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------------------------|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/21/2009 | Common Stock, par value \$0.01 | 2,490 | \$ 27.65 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/10/2006 | Common Stock, par value \$0.01 | 1,188 | \$ 33.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/16/2007 | Common Stock, par value \$0.01 | 4,111 | \$ 33.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/15/2008 | Common Stock, par value \$0.01 | 3,219 | \$ 33.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/21/2009 | Common Stock, par value \$0.01 | 462 | \$ 33.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 01/18/2011 | Common Stock, par value \$0.01 | 11,191 | \$ 33.89 | D | Â |
| Performance Units 2004 | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock, par value \$0.01 | 3,333 | \$ <u>(2)</u> | D | Â |
| Performance Units 2005 | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock, par value \$0.01 | 3,000 | \$ <u>(3)</u> | D | Â |
| Performance Units 2006 | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock, par value \$0.01 | 5,000 | \$ <u>(4)</u> | D | Â |
| Restricted Units 2004 | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock, par value \$0.01 | 2,000 | \$ <u>(5)</u> | D | Â |
| Restricted Units 2005 | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock, par | 1,666 | \$ <u>(6)</u> | D | Â |

| | | | | | | | |
|-----------------------|-------|-------|-------------------------------|-------|--------|---|---|
| | | | value | | | | |
| | | | \$0.01 | | | | |
| Restricted Units 2006 | Â (7) | Â (7) | Common Stock, par value | 3,000 | \$ (7) | D | Â |
| | | | \$0.01 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| MAXWELL WILLIAM S 100 W. FIFTH STREET TULSA, OK 74103 | Â | Â | Â President, ONEOK Energy | President, ONEOK Energy |

Signatures

By: Eric Grimshaw, Attorney in Fact For: William S. Maxwell

04/13/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This is a reload option having the same terms as the original option. The expiration date shown is that of the original option. The reload is fully vested.

(2) Performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vests on February 19, 2007, for a percentage (0% to 200%) of the performance shares awarded upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance share units are payable one third in cash and two thirds in shares of the Issuer's common stock. The amount set forth in Column 5 represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.

(3) Performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 20, 2008, for a percentage (0% to 200%) of the performance shares awarded based upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance share units are payable one-third in cash and two-thirds in shares of the Issuer's common stock. The amount set forth in Column 5 represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.

(4) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, 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) Restricted stock incentive units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 15, 2007, and is payable one third in cash and two thirds in shares of the Issuer's common stock. The amount set forth in Column 5 represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.

(6) Restricted stock incentive units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 20, 2008, and is payable one-third in cash and two-thirds in shares of the Issuer's common stock. The amount set forth in Column 5 represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.

(7) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, 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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