

HARRISON DANDRIDGE L
Form 3
May 30, 2013

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 | |
| HARRISON DANDRIDGE L | | | (Month/Day/Year) | ONEOK INC /NEW/ [OKE] | |
| (Last) | (First) | (Middle) | 05/22/2013 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 W. 5TH ST. | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| TULSA, OK 74103 | | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | Sr. VP ADMIN SERV/CORP REL | |

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 | 10,029 | D | ^ |
| Common Stock | 21,232 | I | MA Harrison Trust |
| Common Stock | 2,687 | I | Profit Sharing Plan |
| Common Stock | 3,195 | I | 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)

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Deferred Performance Award/Phantom Stock (2006) | Â (1) | Â (1) | Common Stock | 5,592 | \$ (1) | D | Â |
| Deferred Performance Award/Phantom Stock (2007) | Â (2) | Â (2) | Common Stock | 9,792 | \$ (2) | D | Â |
| Deferred Performance Award/Phantom Stock (2008) | Â (3) | Â (3) | Common Stock | 6,315 | \$ (3) | D | Â |
| Performance Units 2011 | Â (4) | Â (4) | Common Stock | 8,000 | \$ (4) | D | Â |
| Performance Units 2012 | Â (5) | Â (5) | Common Stock | 6,400 | \$ (5) | D | Â |
| Performance Units 2013 | Â (6) | Â (6) | Common Stock | 8,512 | \$ (6) | D | Â |
| Restricted Units 2011 | Â (7) | Â (7) | Common Stock | 2,000 | \$ (7) | D | Â |
| Restricted Units 2012 | Â (8) | Â (8) | Common Stock | 1,600 | \$ (8) | D | Â |
| Restricted Units 2013 | Â (9) | Â (9) | Common Stock | 2,115 | \$ (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRISON DANDRIDGE L 100 W. 5TH ST. TULSA, OK 74103 | Â | Â | Â Sr. VP ADMIN SERV/CORP REL | Â |

Signatures

/s/ Eric Grimshaw, Attorney-in-Fact for Dandridge L.
Harrison

05/30/2013

**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).

- Performance units awarded under Issuer's Equity Compensation Plan. The award vested January 19, 2009, at 100% of the performance shares awarded based upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of Issuer's common stock for each vested performance unit. The reporting person elected to defer receipt of the 5,000 shares of the Issuer's common stock to which the reporting person was entitled upon vesting and which are reported as phantom stock in Table II. Of the 5,000 shares, the reporting person surrendered 271 shares to cover taxes applicable to the vesting, resulting in the deferral of 4,729 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of the Issuer's common stock. The deferred shares reflected in the table include credited dividend equivalents that will be paid out in shares of common stock at the end of the deferral period.
- (1)
- Performance units awarded under Issuer's Equity Compensation Plan. The award vested on January 18, 2010, at 150% of the performance shares awarded based upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of Issuer's common stock for each vested performance unit. The reporting person elected to defer receipt of the 9,000 shares of Issuer's common stock to which the reporting person was entitled upon vesting and which are reported as phantom stock in Table II. Of the 9,000 shares, the reporting person surrendered 271 shares to cover taxes applicable to the vesting, resulting in the deferral of 8,729 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of the Issuer's common stock. The deferred shares reflected in the table include credited dividend equivalents that will be paid out in shares of common stock at the end of the deferral period.
- (2)
- Performance units awarded under Issuer's Equity Compensation Plan. The award vested on January 17, 2011, at 100% of the performance shares awarded based upon the Company's total stockholder return compared to total stockholder return of a selected peer group. Performance units were payable one share of Issuer's common stock for each vested performance unit. The reporting person elected to defer receipt of 6,000 shares of the Issuer's common stock to which the reporting person was entitled upon vesting and which are reported as phantom stock in Table II. Of the 6,000 shares, the reporting person surrendered 146 shares to cover taxes applicable to the vesting, resulting in the deferral of 5,854 net shares remaining. Each share of the phantom stock is the economic equivalent of one share of Issuer's common stock. The deferred shares reflected in the table include credited dividend equivalents that will be paid out in shares of common stock at the end of the deferral period.
- (3)
- 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.
- (4)
- Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on February 15, 2015, 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 will vest on February 20, 2016, 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. The award will be payable one share of the Issuer's common stock for each vested performance unit. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued.
- (6)
- 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.
- (7)
- Restricted units awarded under the Issuer's Long Term Incentive Plan. The award vests on February 15, 2015, and is 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 February 20, 2016. The award will be payable one share of the Issuer's common stock for each vested restricted unit. During the 3-year vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued.
- (9)

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Remarks:

EffectiveÂ MayÂ 22,Â 2013,Â Mr.Â HarrisonÂ wasÂ designatedÂ aÂ SectionÂ 16Â officerÂ ofÂ ONEOK,Â Inc.

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.