

DINAN CURTIS
Form 4/A
March 09, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINAN CURTIS

(Last) (First) (Middle)

15 E. 5TH STREET

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ONE Gas, Inc. [OGS]

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

02/17/2018

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

02/21/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common stock, par value \$0.01 | 02/19/2018 | | M | (A) or (D) Amount 16,632 (1) | \$ 68.17 (1) | 118,963 (3) | D |
| Common stock, par value \$0.01 | 02/19/2018 | | F | (A) or (D) Amount 7,376 (1) | \$ 68.17 (1) | 111,587 (3) | D |
| Common stock, par value \$0.01 | 02/17/2018 | | M | (A) or (D) Amount 2,072 (2) | \$ 68.17 (2) | 113,659 (3) | D |
| Common stock, par | 02/17/2018 | | F | (A) or (D) Amount 969 (2) | \$ 68.17 | 112,690 (3) | D |

value \$0.01

(2)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| DINAN CURTIS 15 E. 5TH STREET TULSA, OK 74103 | See Remarks |

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Curtis L. Dinan 03/09/2018

__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).

Performance units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018, and was certified by the Executive Compensation Committee of the Board of Directors on February 19, 2018. The award vested in an amount equal to 200% of the performance units awarded based upon Issuer's total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 1,182 shares. The award was payable one share of Issuer's common stock for each vested performance unit and accrued dividends.

(2)

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Restricted units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018. The award was payable one share of Issuer's common stock for each vested restricted unit and accrued dividends of 147 shares.

- (3) This amendment is being filed to correct an administrative error in the number of shares of ONE Gas common stock reported in lines 1-4 of Column 5 of Table I in the Form 4 filed on February 21, 2018. The original balances in lines 1-4 of Column 5 of Table I inadvertently included 4,919 shares of ONE Gas common stock held by the 401(k) Plan.

Remarks:

Senior Vice President, Chief Financial Officer and Treasurer

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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