

ONE Gas, Inc.  
Form 4  
February 20, 2014

**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 \*  
**DINAN CURTIS**

2. Issuer Name and Ticker or Trading Symbol  
**ONE Gas, Inc. [OGS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**100 W. 5TH STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/18/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
See Remarks

**TULSA, OK 74103**  
  
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock, par value \$0.01	01/31/2014		J <sup>(1)</sup>		26,935 <u>(1)</u>	A	<u>(1)</u> 26,935	D	
Common stock, par value \$0.01	01/31/2014		J <sup>(1)</sup>		4,468 <u>(1)</u>	A	<u>(1)</u> 4,468	I	by ONEOK, Inc. Thrift Plan
Common stock, par value \$0.01	01/31/2014		J <sup>(1)</sup>		1,300 <u>(1)</u>	A	<u>(1)</u> 1,300	I	by Spouse <u>(2)</u>

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

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(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2012	(3)	02/18/2014		A		55,393		(3)	(3)	Common stock, par value \$0.01	55,393
Performance Units 2013	(4)	02/18/2014		A		22,977		(4)	(4)	Common stock, par value \$0.01	22,977
Performance Units 2014	(5)	02/18/2014		A		12,050		(5)	(5)	Common stock, par value \$0.01	12,050
Restricted Units 2012	(6)	02/18/2014		A		8,976		(6)	(6)	Common stock, par value \$0.01	8,976
Restricted Units 2013	(7)	02/18/2014		A		4,376		(7)	(7)	Common stock, par value \$0.01	4,376
Restricted Units 2014	(8)	02/18/2014		A		3,025		(8)	(8)	Common stock, par value \$0.01	3,025
Performance Units	(9)	01/31/2004		J(1)(9)		48,738		(9)	(9)	Common stock, par value \$0.01	48,738



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vested restricted unit and dividend equivalent.

- (9) Performance units received as a result of the Distribution pursuant to the Employee Matters Agreement. These performance units were received due to the reporting person's deferral of ONEOK performance units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.

### **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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