

KNEALE JAMES C  
 Form 4  
 January 21, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 KNEALE JAMES C

(Last) (First) (Middle)

100 WEST FIFTH STREET

(Street)

TULSA, OK 74013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ONEOK INC /NEW/ [OKE]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/20/2005

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)  
 Exec. VP - Finance & Admin and / Exec. VP - Finance & Admin and

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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(1)	01/20/2005	A		13,667		(1)	01/20/2008	Common Stock, par value \$0.01	13,667
Restricted Stock Incentive Units	(2)	01/20/2005	A		7,333		(2)	01/20/2008	Common Stock, par value \$0.01	7,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNEALE JAMES C 100 WEST FIFTH STREET TULSA, OK 74013			Exec. VP - Finance & Admin and	Exec. VP - Finance & Admin and

## Signatures

By: Eric Grimshaw, Attorney in Fact For: James C. Kneale

01/21/2005

\_\_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) 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 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.

(2) 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.

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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