

SPENCER TERRY K  
Form 3  
July 22, 2009

**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  |  |
| Â SPENCER TERRY K                         |         | (Month/Day/Year)                     | ONEOK INC /NEW/ [OKE]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 07/16/2009                           |  |  |
| 100 W. FIFTH STREET                       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>OKS - COO |  |
| TULSA,Â OKÂ 74103                         |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.001     | 13,370   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

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

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|   |       |            |                                | Shares |           | (I)<br>(Instr. 5) |   |
|---|-------|------------|--------------------------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 02/20/2013 | Common Stock, par value \$0.01 | 2,000  | \$ 16.88  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 01/17/2012 | Common Stock, par value \$0.01 | 3,500  | \$ 17.045 | D                 | Â |
| Performance Units 2007                    | Â (3) | Â (3)      | Common Stock, par value \$0.01 | 4,500  | \$ (3)    | D                 | Â |
| Performance Units 2008                    | Â (4) | Â (4)      | Common Stock, par value \$0.01 | 6,800  | \$ (4)    | D                 | Â |
| Performance Units 2009                    | Â (5) | Â (5)      | Common Stock, par value \$0.01 | 16,400 | \$ (5)    | D                 | Â |
| Restricted Units 2007                     | Â (6) | Â (6)      | Common Stock, par value \$0.01 | 1,500  | \$ (6)    | D                 | Â |
| Restricted Units 2008                     | Â (7) | Â (7)      | Common Stock, par value \$0.01 | 1,600  | \$ (7)    | D                 | Â |
| Restricted Units 2009                     | Â (8) | Â (8)      | Common Stock, par value \$0.01 | 6,200  | \$ (8)    | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| SPENCER TERRY K<br>100 W. FIFTH STREET<br>TULSA,Â OKÂ 74103 | Â             | Â         | Â OKS<br>- COO | Â     |

## Signatures

By: Eric Grimshaw, Attorney in Fact For: Terry K.  
Spencer

07/22/2009

\_\_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) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in three equal annual installments beginning 02/20/04.
- (2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vests in four equal annual installments beginning 01/17/03.
- (3) Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 18, 2010, 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 January 17, 2011, 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 vests on January 15, 2012, 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.
- (6) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 18, 2010, and is payable one share of the Issuer's common stock for each vested restricted unit.
- (7) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 17, 2011, 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 January 15, 2012, 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. 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.