

Lawhorn Caron A
 Form 3
 December 29, 2006

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 Lawhorn Caron A | | (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) |
| | | 12/21/2006 | | |
| 100 WEST FIFTH STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | |
| TULSA,Â OKÂ 74103 | | | Sr.VP & Chief Acctg. Officer / Insider | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 1,519 | I | By Thrift Plan ⁽¹⁾ |
| Common Stock | 6,212 | D | Â |

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------------|---------------------------------------|---|
| Non-Qualified Stock Option <u>(2)</u> | 02/20/2004 | 02/20/2013 | Common Stock | 2,000 | \$ 16.88 | D | Â |
| Non-Qualified Stock Option <u>(3)</u> | 02/10/2007 | 10/21/2009 | Common Stock | 556 | \$ 41.83 | D | Â |
| Non-Qualified Stock Option <u>(4)</u> | 02/10/2007 | 01/18/2011 | Common Stock | 1,172 | \$ 41.83 | D | Â |
| Non-Qualified Stock Option <u>(5)</u> | 02/10/2007 | 01/17/2012 | Common Stock | 254 | \$ 41.83 | D | Â |
| Non-Qualified Stock Option <u>(6)</u> | 02/10/2007 | 01/17/2012 | Common Stock | 763 | \$ 41.83 | D | Â |
| Performance Units <u>(7)</u> | 01/15/2007 | 01/15/2007 | Common Stock | 1,666 | \$ <u>(8)</u> | D | Â |
| Restricted Units <u>(9)</u> | 01/15/2007 | 01/15/2007 | Common Stock | 1,666 | \$ <u>(8)</u> | D | Â |
| Restricted Units <u>(10)</u> | 01/19/2009 | 01/19/2009 | Common Stock | 2,500 | \$ <u>(11)</u> | D | Â |
| Performance Units <u>(12)</u> | 01/20/2008 | 01/20/2008 | Common Stock | 3,000 | \$ <u>(13)</u> | D | Â |
| Performance Units <u>(14)</u> | 01/19/2009 | 01/19/2009 | Common Stock | 4,000 | \$ <u>(11)</u> | D | Â |
| Restricted Units <u>(15)</u> | 01/20/2008 | 01/20/2008 | Common Stock | 2,000 | \$ <u>(13)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|---------|
| | Director | 10% Owner | Officer | Other |
| Lawhorn Caron A 100 WEST FIFTH STREET TULSA, OK 74103 | Â | Â | Â Sr.VP & Chief Acctg. Officer | Insider |

Signatures

Eric Grimshaw, Attorney
in Fact
Date: 12/29/2006
**Signature of Reporting Person

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).

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- (1) Acquired under the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries.
- (2) Annual option grant under the Issuer's Long-Term Incentive Plan. This option vested in three equal annual installments beginning 02/20/04.
- (3) This is a reload option having the same terms as the original option issued on 10/21/1999 and exercisable in six months from the date of grant (11/10/2006).
- (4) This is a reload option having the same terms as the original option issued on 1/18/2001 and exercisable in six months from the date of grant (11/10/2006).
- (5) This is a reload option having the same terms as the original option issued on 1/17/2002 and exercisable in six months from the date of grant (11/10/2006).
- (6) This is a reload option having the same terms as the original option issued on 1/17/2002 and exercisable in six months from the date of grant (11/10/2006).

Performance share units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 15, 2007, for a percentage (0% to 200%) of the performance shares awarded based 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 number of shares shown represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.
- (8) Conversion value will be the Fair Market Value on 1/15/2007.

Restricted stock incentive units awarded under the Issuer's Long-Term Incentive Plan. The award vests on January 15, 2007, and is payable one third in cash and two thirds in shares of the Issuer's common stock. The number of shares shown represents the 2/3 portion of the grant payable in shares of the Issuer's common stock.
- (9) Restricted units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, and is payable one share of the Issuer's common stock for each vested restricted unit.
- (10) Conversion value will be the Fair Market Value on 1/19/2009.

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 based 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 number of shares shown represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.
- (11) Conversion value will be the Fair Market Value on 1/20/2008.

Performance units awarded under the Issuer's Equity Compensation Plan. The award vests on January 19, 2009, 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.
- (12) Conversion value will be the Fair Market Value on 1/20/2008.

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 number of shares shown represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.
- (13) Conversion value will be the Fair Market Value on 1/20/2008.

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 number of shares shown represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.
- (14) Conversion value will be the Fair Market Value on 1/20/2008.

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 number of shares shown represents the two-thirds portion of the grant payable in shares of the Issuer's common stock.
- (15) Conversion value will be the Fair Market Value on 1/20/2008.

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 number of shares shown 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.

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.