ONEOK INC /NEW/
Form DEF 14A
April 06, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14A 101)

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

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ONEOK, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Notice of Annual Meeting

and Proxy Statement

Annual Meeting of Shareholders

Wednesday, May 24, 2017

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Our Values

Ethics: Our actions are founded on trust, honesty and integrity through open communications and adherence to the highest standards of personal, professional and business ethics.

Quality: Our commitment to quality drives us to make continuous improvements in our quest for excellence.

Diversity: We value diversity, as well as the dignity and worth of each employee, and believe that a diverse and inclusive workforce is critical to our continued success.

Value: We are committed to creating value for all stakeholders employees, customers, investors and our communities through the optimum development and utilization of our resources.

Service: We provide responsive, flexible service to customers and commit to preserving the environment, providing a safe work environment and improving the quality of life for employees where they live and work.

Our Vision

To be a leading midstream service provider that creates exceptional value for all stakeholders by:

- Operating our integrated midstream assets safely and efficiently and making prudent financial management decisions enabling ONEOK to execute its growth strategies.
- Maximizing dividend payout while maintaining prudent financial strength and flexibility.
- Attracting, selecting, developing and retaining a diverse group of employees to support strategy execution.

Our Mission

To create shareholder value by profitably providing reliable energy and energy-related services in a safe and environmentally responsible manner.

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April 6, 2017

Dear Shareholder:

You cordially are invited to attend the annual meeting of shareholders of ONEOK, Inc., which will be held at 9:00 a.m. Central Daylight Time on Wednesday, May 24, 2017, at ONEOK Plaza, 100 West Fifth Street, Tulsa, Oklahoma 74103.

The matters to be considered and voted on at the meeting are set forth in the attached notice of the annual meeting and are described in the attached proxy statement. A copy of our 2016 annual report to shareholders also is enclosed. A report on our 2016 performance will be presented at the meeting.

We look forward to greeting as many of our shareholders as possible at the annual meeting. We know, however, that most of our shareholders will be unable to attend. Therefore, proxies are being solicited so that each shareholder has an opportunity to vote by proxy. You can authorize a proxy over the Internet or by telephone. Instructions for using these convenient services are included in the proxy statement and on the proxy card. Of course, if you prefer, you may vote by mail by signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope.

If your shares are held by a broker, bank, trustee or other similar fiduciary, unless you provide your broker, bank, trustee or other similar fiduciary with voting instructions, your shares will not be voted in the election of directors or in certain other important proposals as described in the accompanying proxy statement. Consequently, please provide your voting instructions to your broker, bank, trustee or other similar fiduciary in a timely manner to ensure that your shares will be voted.

Regardless of the number of shares you own, your vote is important. I urge you to submit your proxy as soon as possible so that you can be sure your shares will be voted.

Thank you for your investment in ONEOK and your continued support.

Very truly yours,

John W. Gibson

Chairman of the Board

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ONEOK, Inc. Notice of 2017 Annual Meeting of Shareholders

Time and date	May 24, 2017, at 9:00 a.m. Central Daylight Time
Place	ONEOK Plaza, 100 West Fifth Street, Tulsa, Oklahoma 74103
Items of business	(1) To consider and vote on the election of the 11 director nominees named in the accompanying proxy statement to serve on our Board of Directors. (2) To consider and vote on the ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of ONEOK, Inc., for the year ending December 31, 2017. (3) To consider and vote on our executive compensation on a non-binding, advisory basis. (4) To consider and vote on the frequency of the shareholder advisory vote on executive compensation on a non-binding, advisory basis. (5) To consider and vote on such other business as may come properly before the meeting or any adjournment or postponement of the meeting. These matters are described more fully in the accompanying proxy statement.
Record date	March 27, 2017. Only shareholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the annual meeting.
Proxy voting	**YOUR VOTE IS IMPORTANT** The vote of every shareholder is important. The Board of Directors appreciates the cooperation of shareholders in directing proxies to vote at the meeting. To make it easier for you to vote, Internet and telephone voting are available. The instructions in the accompanying proxy statement and attached to your proxy card describe how to use these convenient voting methods. Of course, if you prefer, you may vote by mail by completing your proxy card and returning it in the enclosed, postage-paid envelope. You may revoke your proxy at any time by following the procedures set forth in the accompanying proxy statement. ***Whether or not you expect to attend the meeting in person, we urge you to vote your shares at your earliest convenience. This will ensure the presence of a quorum at the meeting. Voting your shares promptly, via the Internet, by telephone, or by signing, dating and returning the enclosed proxy card will save us the expense of additional solicitation.*** **Important Notice Regarding Internet Availability of Proxy Materials.** This notice of Annual Meeting and proxy statement and form of proxy are being distributed and made available on or about April 6, 2017. This proxy statement and our 2016 annual report to shareholders are available on our website at www.oneok.com. Additionally, you may access this proxy statement and our 2016 annual report at www.proxydocs.com/oke.

By order of the Board of Directors,

Eric Grimshaw
Secretary

Tulsa, Oklahoma
April 6, 2017

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Proxy Statement

This proxy statement describes important issues affecting our company and is furnished in connection with the solicitation of proxies by our Board of Directors for use at our 2017 annual meeting of shareholders to be held at the time and place set forth in the accompanying notice. The approximate date of the mailing of this proxy statement and accompanying proxy card is April 6, 2017.

Unless we otherwise indicate or unless the context indicates otherwise, all references in this proxy statement to ONEOK , we, our, us, the company or similar references mean ONEOK, Inc. and its predecessors and subsidiari references to ONEOK Partners or the partnership mean ONEOK Partners, L.P. and its subsidiaries.

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Summary Proxy Information

To assist you in reviewing the company s 2016 performance and voting your shares, we would like to call your attention to key elements of our 2017 proxy statement and our 2016 annual report to shareholders. The following is only a summary. For more complete information about these topics, please review the complete proxy statement and our 2016 annual report to shareholders.

BUSINESS HIGHLIGHTS

ONEOK Partners Merger. On January 31, 2017, we and ONEOK Partners L.P. entered into an Agreement and Plan of Merger (the Merger Agreement), by and among us, New Holdings Subsidiary, LLC, a subsidiary of ours (Merger Sub), ONEOK Partners, and ONEOK Partners GP, L.L.C., the sole general partner of ONEOK Partners, pursuant to which we will acquire all of the outstanding common units representing limited partner interests in ONEOK Partners not already directly or indirectly owned by us. Upon the terms and conditions set forth in the Merger Agreement, Merger Sub will be merged with and into ONEOK Partners, with ONEOK Partners continuing as a wholly owned subsidiary of ours, in a taxable transaction to ONEOK Partners unitholders.

Our Business. Until completion of the merger transaction referenced above, we will continue as the sole general partner and, as of December 31, 2016, we owned 41.2 percent of ONEOK Partners, one of the largest publicly traded master limited partnerships. We provide management and resources to ONEOK Partners, enabling it to execute its growth strategies and allowing us to grow our dividend. ONEOK Partners applies its core capabilities of gathering, processing, fractionating, transporting, storing and marketing natural gas and natural gas liquids (NGL) through the rebundling of services across the value chains through vertical integration in an effort to provide its customers with premium services at lower costs. ONEOK Partners is a leader in the gathering, processing, storage and transportation of natural gas in the United States. In addition, ONEOK Partners owns one of the nation s premier natural gas liquids systems, connecting NGL supply in the Mid-Continent, Permian and Rocky Mountain regions with key market centers.

While 2016 marked another year of challenges in the energy markets, our performance reflected our continued attention to prudent capital deployment and effective execution of our business strategies.

ONEOK Partners operates predominantly fee-based businesses in each of its three business segments and its consolidated earnings were approximately 88 percent fee-based in 2016. We continue to expect demand for ONEOK Partners midstream

services to provide supply and market connectivity. We expect producers to require midstream services to connect production with end-use markets, increased demand for NGL products from the petrochemical industry and NGL exporters and increased demand for natural gas from power plants currently fueled by coal and natural gas exports to Mexico.

In 2016, we received, through our limited and general partner interests in ONEOK Partners, distributions of $790.0 million, an increase of approximately 11.9 percent compared with 2015. As a result, we were able to deliver value to our shareholders in the form of an approximate 1.6 percent increase in our 2016 dividends compared with

2015, while retaining nearly $250 million in cash, providing significant financial flexibility during a period of lower commodity prices.

Financial Performance. All references to income as used in this Business Highlights section refer to income from continuing operations.

Our 2016 consolidated operating income was approximately $1.3 billion, compared with approximately $1.0 billion in 2015. 2016 income from continuing operations attributable to us was approximately $354.1 million, or $1.67 per diluted share. 2015 income from continuing operations attributable to us was approximately $251.1 million, or $1.19 per diluted share, which included non-cash impairment charges of approximately $264.3 million, or $0.33 per diluted share.

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Summary Proxy Information

Dividend Increase. During 2016, we paid total cash dividends of $2.46 per share, an increase of approximately 1.2 percent over the $2.43 per share paid during 2015. We paid total aggregate cash dividends to our shareholders of $517.6 million in 2016, an approximate 1.6 percent increase compared with the $509.2 million paid in 2015. In January 2017, we declared a quarterly dividend of $0.615 per share ($2.46 per share on an annualized basis), which is unchanged from the quarterly dividend declared in January 2016.

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Shareholder Return. Our 10-, five-, three- and one-year total shareholder returns as of December 31, 2016 (total shareholder return includes share price appreciation/depreciation, dividend reinvestments, stock splits and the impact of the separation of our natural gas distribution business to ONE Gas, Inc. during the periods presented), compared with the referenced indices, are as follows:

1 The ONEOK peer group used in this graph is the same peer group that will be used in determining our level of performance under our 2016 performance units at the end of the three-year performance period and is comprised of the following companies: Boardwalk Pipeline Partners, LP; Buckeye Partners, L.P.; Columbia Pipeline Group, Inc.; DCP Midstream Partners, LP; Enable Midstream Partners, LP; Enbridge Energy Partners, L.P.; Energy Transfer Partners, L.P.; EnLink Midstream Partners, LP; EQT Corporation; Magellan Midstream Partners, L.P.; MPLX LP; National Fuel Gas Company; NuStar Energy L.P.; Plains All American Pipeline, L.P.; Spectra Energy Corp; Targa Resources Corp.; and The Williams Companies, Inc. Peer companies that are no longer publicly traded on the closing date of the performance period will not be considered in the performance calculation.

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CORPORATE GOVERNANCE HIGHLIGHTS

Our Board of Directors and management are committed to maintaining strong corporate governance practices that promote and protect the long-term interests of our shareholders. Our corporate governance practices are designed not just to satisfy regulatory and stock exchange requirements, but also to provide for effective oversight and management of our company, and include:

- An 11-member, balanced board with deep experience and diverse expertise relevant to our strategy, business and industry.
- A commitment to regular board refreshment three new directors added in 2015 to address two director retirements in 2015 and one director retirement in 2016.
- Annual election of directors.
- Majority voting for directors.
- Long-standing shareholder engagement program.
- Board leadership provided by a non-executive chairman of the Board, a lead independent director and independent committee chairs.
- Robust director nominee selection process.
- By-laws provide for proxy access by eligible shareholders.
- Regular board evaluation.
- Mandatory director retirement age.
- Independent Audit, Executive Compensation and Corporate Governance Committees.

Regular executive sessions of non-management directors and independent directors.

Risk oversight by full Board and committees complemented by annual comprehensive enterprise risk management process.

Annual review of our strategic plan.

Long-standing commitment to corporate responsibility, including safety and health, environmental performance, community leadership and investment and oversight of public policy engagement.

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Summary Proxy Information

EXECUTIVE COMPENSATION HIGHLIGHTS

Program Design. A principal feature of our compensation program is the determination of executive pay by our Executive Compensation Committee (referred to as the Executive Compensation Committee or the Committee) and Board of Directors based on a comprehensive review of quantitative and qualitative factors designed to produce long-term business success. Our executive compensation program is designed to attract, motivate and retain the key executives who drive our success and who are leaders in the industry, to reward for company performance and to align the long-term interests of our executive officers with those of our shareholders.

Our compensation philosophy and related governance features are complemented by several specific elements that are designed to achieve these objectives and are summarized below.

What We Do:

Compensation Program Continuity The components of our executive compensation program have remained substantially the same for several years. We believe our program is designed efficiently, is well aligned with the interests of our shareholders and is instrumental to achieving our business goals. Our shareholders have provided strong support for our compensation program over the years.

Independent Committee Determination Our Executive Compensation Committee, composed solely of independent directors, makes all compensation decisions regarding our named executive officers. These decisions are then submitted to the full Board for its consideration.

Prudent Risk Management The Committee is mindful of not encouraging excessive risks when it designs compensation programs and sets targets.

Pay for Performance A significant portion of the compensation for our named executive officers is in the form of at-risk variable compensation based on company and individual performance, with a focus on creating long-term shareholder value.

Competitive Compensation In order to attract and retain qualified executives, our compensation programs provide a competitive total pay opportunity.

Multiple Performance Metrics Variable compensation is based on more than one measure to encourage balanced incentives.

Awards Are Capped All of our variable compensation plans have caps on plan formulas; provided that, our Chief Executive Officer may recommend to the Committee adjustments to the individual performance multiplier in excess of 125% in certain limited cases of exceptional performance with regard to awards under our annual short-term incentive plan.

Retention Incentives A significant portion of total compensation relies on multi-year vesting requirements.

Stock Ownership Guidelines We have market competitive stock ownership guidelines for our directors and executive officers.

Clawback Provisions Our clawback policy provides for the adjustment or recovery of compensation in certain circumstances.

Independent Consultant The Committee engages an executive compensation consultant that is independent under the Securities and Exchange Commission rules and NYSE listing standards to provide advice and expertise on the design and implementation of our executive and director compensation programs.

Tally Sheets The Committee reviews total compensation tally sheets at least annually as part of making individual compensation decisions.

What We Don t Do:

× **No Individual Employment Agreements** We do not enter into individual employment agreements with our executive officers.

× **No Hedging of Company stock** Our policy prohibits our named executive officers from engaging in hedging activities with our stock.

× **No Pledging of Company stock** Our officers and directors may not hold our securities in a margin account or pledge our securities as collateral for a loan, subject to an exception which may be granted by our chief executive officer for loans (not margin accounts) which can be repaid without resorting to the pledged securities.

× **No Single Trigger for Cash Change-in-Control Plans** All change-in-control benefits under our Change-in-Control Severance Plan are double trigger.

× **No Tax Gross-ups** We do not provide tax gross-ups for change-in-control benefits.

× **No Significant Perquisites** Our executive officers, including the named executive officers, receive no recurring significant perquisites or other personal benefits.

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Summary Proxy Information

Key Components of our Executive Compensation Program in 2016 are Unchanged. In reviewing our executive compensation program during 2016, our Executive Compensation Committee took into account, among other factors, the strong shareholder vote at our 2016 annual meeting in favor (96.4 percent of the shares voted) of our 2016 executive compensation program and our executive pay practices. The Executive Compensation Committee determined that no changes to the components of our executive compensation program were necessary in 2016. Our shareholders have provided consistently strong support for our compensation program since the inception of the say-on-pay advisory shareholder vote.

Link between Executive Compensation and Performance. Our Board of Directors awarded Mr. Spencer incentive compensation for 2016 that was commensurate with our business results and his position as our president and chief executive officer, including payment of an annual short-term cash incentive award of $624,000 and a long-term equity incentive award with a grant date target value of $2.7 million. Consistent with our executive compensation philosophy, a majority of Mr. Spencer s total direct compensation of approximately $4.0 million for 2016 was incentive based and at-risk, as illustrated by the following chart:

The compensation of our other named executives set forth in the following table further reflects both our 2016 performance and our pay-for-performance compensation philosophy. The compensation information reflected in the table is included in the Summary Compensation Table for Fiscal 2016 under the caption Executive Compensation Discussion and Analysis in this proxy statement on page 56.

Named Executive Officer	2016 Base Salary	2016 Short-Term Cash Incentive Award	2016 Long-Term Equity Incentive Award Value	2016 Total Direct Compensation
Derek S.	$375,000	$169,000	$904,521	$1,448,521

Reiners				
Robert F. Martinovich	$500,000	$330,000	$904,521	$1,734,521
Wesley J. Christensen	$400,000	$235,000	$904,521	$1,539,521
Walter S. Hulse III	$500,000	$277,000	$904,521	$1,681,521

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Summary Proxy Information

SHAREHOLDER ACTIONS

Election of Directors (Proposal 1). You will find in this proxy statement important information about the qualifications and experience of each of the 11 director nominees, each of whom is a current director. The Corporate Governance Committee performs an annual assessment of the performance of the Board of Directors to ensure that our directors have the skills and experience to oversee effectively our company. All of our directors have proven leadership, sound judgment, integrity and a commitment to the success of our company, and our Board of Directors recommends that shareholders VOTE IN FAVOR of each nominee for re-election.

Ratification of our Independent Auditor (Proposal 2). You will also find in this proxy statement important information about our independent auditor, PricewaterhouseCoopers LLP. We believe PricewaterhouseCoopers LLP continues to provide high-quality service to our company, and our Board of Directors recommends that shareholders VOTE IN FAVOR of ratification.

Advisory Vote on Executive Compensation (Proposal 3). Our shareholders have the opportunity to cast a non-binding, advisory vote on our executive compensation program. As recommended by our shareholders at our 2011 annual meeting, we have provided our shareholders with an annual opportunity to vote on executive compensation. Shareholders holding 96.4 percent of our shares that were voted last year on our executive compensation supported the design and practices of our executive compensation program. In evaluating this say on pay proposal, we recommend that you review our Compensation Discussion and Analysis in this proxy statement, which explains how and why the Executive Compensation Committee made its 2016 executive compensation decisions. Our Board of Directors recommends that shareholders VOTE IN FAVOR of our executive compensation program.

Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation (Proposal 4). Our shareholders will again have an opportunity to cast a non-binding vote on the frequency of our advisory vote on executive compensation at our 2017 annual meeting of shareholders. The Board is seeking our shareholders preference on holding the advisory vote on executive compensation every one, two or three years. The vote on this proposal is advisory and non-binding on the company and our Board of Directors. Consistent with the recommendation by our shareholders at our 2011 annual meeting, our Board recommends that you vote for the say on pay advisory vote on executive compensation to occur EVERY YEAR (annually).

Votes Required for Approval of the Proposals. The votes required for each proposal are summarized below, together with information regarding treatment of abstentions and broker non-votes for each proposal:

Proposal	How does the Board recommend that I vote?	Votes required for approval when quorum is present	Abstentions	Broker non-votes
1. Election of Directors	The Board recommends that you vote FOR each nominee for re-election.	Majority of the votes cast by the shareholders present in person or by proxy and entitled to vote	Do not count as votes cast and have no effect on the vote	Do not count as votes cast and have no effect on the vote
2. Ratification of our Independent Auditor	The Board recommends that you vote FOR the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017.	Majority of the voting power of the shareholders present in person or by proxy and entitled to vote	Have the same effect as votes against this proposal	Voted at broker s discretion. Shares not voted in the discretion of a brokerage firm, bank, trustee or other similar fiduciary have same effect as votes against this proposal.
3. Advisory Vote on Executive Compensation	The Board recommends that you vote FOR the approval, on an advisory basis, of the company s executive compensation program.	Majority of the voting power of the shareholders present in person or by proxy and entitled to vote	Have the same effect as votes against this proposal	Do not count as votes cast and have no effect on the vote
4. Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation	The Board recommends that you vote in favor of an advisory vote on executive compensation EVERY YEAR.	The frequency option that receives the highest number of votes will be considered the advisory vote of the shareholders	Do not count as votes cast and have no effect on the vote	Do not count as votes cast and have no effect on the vote

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About the 2017 Annual Meeting

The following questions and answers are provided for your convenience and briefly address some commonly asked questions about our 2017 annual meeting of shareholders. Please also consult the more detailed information contained elsewhere in this proxy statement and the documents referred to in this proxy statement.

Why did I receive these proxy materials?

We are providing these proxy materials in connection with the solicitation by the Board of Directors of ONEOK, Inc. of proxies to be voted at our 2017 annual meeting of shareholders and at any adjournment or postponement of the meeting. You are invited to attend our annual meeting of shareholders on May 24, 2017, at 9:00 a.m., Central Daylight Time. The meeting will be held at our company headquarters at ONEOK Plaza, 100 West Fifth Street, Tulsa, Oklahoma. For directions to the meeting, please visit our website at *www.oneok.com*.

Who is soliciting my proxy?

Our Board of Directors is sending you this proxy statement in connection with its solicitation of proxies for use at our 2017 annual meeting of shareholders. Certain of our directors, officers and employees also may solicit proxies on our behalf in person or by mail, telephone, fax or email.

Who may attend and vote at the annual meeting?

All shareholders who held shares of our common stock at the close of business on March 27, 2017, may attend and vote at the meeting. If your shares are held in the name of a broker, bank, trustee or other holder of record, often referred to as being held in street name, bring a copy of your brokerage account statement or a voting instruction card, which you may obtain from your broker, bank, trustee or other holder of record of your shares.

Please note: no cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the meeting.

Will the annual meeting be webcast?

Our annual meeting also will be webcast on May 24, 2017. You are invited to visit *www.oneok.com* at 9:00 a.m., Central Daylight Time, on May 24, 2017, to access the webcast of the meeting. Registration for the webcast is required. An archived copy of the webcast also will be available on our website for 30 days following the meeting.

How do I cast my vote?

If you were a shareholder of record at the close of business on the record date of March 27, 2017, you have the right to vote the shares you held of record that day in person at the meeting or you may appoint a proxy through the Internet, by telephone or by mail to vote your shares on your behalf. The Internet and telephone methods of voting generally are available 24 hours a day and will ensure that your proxy is confirmed and posted immediately. These methods of voting are also available to shareholders who hold their shares in our Direct Stock Purchase and Dividend Reinvestment Plan, our Employee Stock Purchase Plan, our 401(k) Plan and our Profit Sharing Plan.

You may revoke your proxy any time before the annual meeting by following the procedures outlined below under the caption What can I do if I change my mind after I vote my shares? Please help us save time and postage costs by appointing a proxy via the Internet or by telephone.

When you appoint a proxy via the Internet, by telephone or by mailing a signed proxy card, you are appointing John W. Gibson, Chairman of the Board, and Stephen W. Lake, Senior Vice President, General Counsel and Assistant Secretary, as your representatives at the annual meeting, and they will vote your shares as you have instructed them. If you appoint a proxy via the Internet, by telephone or by mailing a signed proxy card but do not provide voting instructions, your shares will be voted **FOR** the election of each proposed director nominee named in this proxy statement, **FOR** Proposals 2 and 3 and in favor of an advisory vote on executive compensation **EVERY YEAR** on Proposal 4.

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About the 2017 Annual Meeting

To appoint a proxy to vote your shares on your behalf, please select from the following options:

Voting Options

Via the Internet

Go to the website at *www.proxypush.com/oke*, which is available 24 hours a day, 7 days a week, until 11:59 p.m. (Central Daylight Time) on May 23, 2017.

Enter the control number that appears on your proxy card. This process is designed to verify that you are a shareholder and allows you to vote your shares and confirm that your instructions have been properly recorded.

Follow the simple instructions.

If you appoint a proxy via the Internet, you do not have to return your proxy card.

By Telephone

On a touch-tone telephone, call toll-free 1-866-883-3382, 24 hours a day, 7 days a week, until 11:59 p.m. (Central Daylight Time) on May 23, 2017.

Enter the control number that appears on your proxy card. This process is designed to verify that you are a shareholder and allows you to vote your shares and confirm that your instructions have been recorded properly.

Follow the simple recorded instructions.

If you appoint a proxy by telephone, you do not have to return your proxy card.

By Mail

Mark your selections on the proxy card.

Date and sign your name exactly as it appears on your proxy card.

Mail the proxy card in the enclosed postage-paid envelope.

If mailed, your completed and signed proxy card must be received prior to the commencement of voting at the annual meeting.

What if my shares are held by my broker, bank, trustee or other similar fiduciary?

If your shares are held in a brokerage account or by a bank, trustee or other similar fiduciary, your shares are considered to be held in street name. If you held shares in street name as of the record date of March 27, 2017, this proxy statement and our 2016 annual report to shareholders should have been forwarded to you by your broker, bank, trustee or other similar fiduciary, together with a voting instruction card. You have the right to direct your broker, bank, trustee or other similar fiduciary how to vote your shares by using the voting instruction card or by following any instructions provided by your

broker, bank, trustee or other similar fiduciary for voting via the Internet or telephone.

Under the rules of the NYSE, unless you provide your broker, bank, trustee or other similar fiduciary with your instructions on how to vote your shares, your broker, bank, trustee or other similar fiduciary will only be permitted to vote your shares on the ratification of the selection of our independent registered public accounting firm and will not be able to vote your shares on any of the other matters to be presented at the annual meeting. Consequently, unless you respond to their request for your voting instructions in a timely manner, your shares held by your broker, bank, trustee or other similar fiduciary will not be voted on any of these other matters (which is referred to as a broker non-vote).

Please provide your voting instructions to your broker, bank, trustee or other similar fiduciary so that your shares may be voted.

What can I do if I change my mind after I vote my shares?

If you were a shareholder of record at the close of business on the record date, you have the right to revoke your proxy at any time before it is voted at the meeting by:

(1) notifying our corporate secretary in writing;

(2) authorizing a later proxy via the Internet or by telephone;

(3) returning a later-dated proxy card; or

(4) voting at the meeting in person.

If your shares are held in a brokerage account or by a bank or other similar fiduciary, you may revoke any voting instructions you may have previously provided only in accordance with revocation instructions provided by your broker, bank, trustee or other similar fiduciary.

Is my vote confidential?

Proxy cards, ballots and voting tabulations that identify individual shareholders are mailed and returned directly to our stock transfer agent who is responsible for tabulating the vote in a manner that protects your voting privacy. It is our policy to protect the confidentiality of shareholder votes throughout the voting process. The vote of any shareholder will not be disclosed to our directors, officers or employees, except

(1) to meet legal requirements;

(2) to assert or defend claims for or against us; or

(3) in those limited circumstances where:

  (a) a proxy solicitation is contested (which, to our knowledge, is not the case in connection with the 2017 annual meeting),

  (b) a shareholder writes comments on a proxy card, or

  (c) a shareholder authorizes disclosure.

The vote tabulator and the inspector of election has been, and will remain, independent of us. This policy does not prohibit shareholders from disclosing the nature of their votes to our directors, officers or employees, or prevent us from voluntarily communicating with our shareholders, ascertaining which shareholders have voted or making efforts to encourage shareholders to vote.

Who will count the vote?

Representatives of our stock transfer agent, Wells Fargo Bank, N.A., will tabulate the votes and act as the inspector of the election.

How is common stock held in our 401(k) Plan and our Profit Sharing Plan voted?

If you hold shares of our common stock through our 401(k) Plan or our Profit Sharing Plan, in order for those shares to be voted as you wish, you must instruct the trustee of these plans, Fidelity Management Trust Company, how to vote those shares by providing your instructions via the Internet, by telephone or by mail in the manner outlined above. If you fail to provide your instructions or if you return an instruction card with an unclear voting designation or with no voting designation at all, then the trustee will vote the shares in your account in proportion to the way the other participants in each respective plan vote their shares. These votes receive the same confidentiality as all other shares voted.

To allow sufficient time for voting by the trustee of our 401(k) Plan and our Profit Sharing Plan, your voting instructions must be received by May 21, 2017.

How will shares for which a proxy is appointed be voted on any other business conducted at the annual meeting that is not described in this proxy statement?

Although we do not know of any business to be considered at the 2017 annual meeting other than the proposals described in this proxy statement, if any other business is properly presented at the annual meeting, your proxy gives authority to John W. Gibson, Chairman of the Board, and Stephen W. Lake, our Senior Vice President, General Counsel and Assistant Secretary, to vote on these matters at their discretion.

What shares are included on the proxy card(s)?

The shares included on your proxy card(s) represent all of the shares that you owned of record as of the close of business on March 27, 2017, including those shares held in our Direct Stock Purchase and Dividend Reinvestment

Plan and Employee Stock Purchase Plan, but excluding any shares held for your account by Fidelity Management Trust Company, as trustee for our 401(k) Plan and our Profit Sharing Plan. If you do not authorize a proxy via the Internet, by telephone or by mail, your shares, except for those shares held in our 401(k) Plan and our Profit Sharing Plan, will not be voted. Please refer to the discussion above for an explanation of the voting procedures for your shares held by our 401(k) Plan and our Profit Sharing Plan.

What does it mean if I receive more than one proxy card?

If your shares are registered differently and are in more than one account, you will receive more than one proxy card. Please sign and return all proxy cards, or appoint a proxy via the Internet or telephone, to ensure that all your shares are voted. We encourage you to have all accounts registered in the same name and address whenever possible.

Why did we receive just one copy of the proxy statement and annual report when we have more than one stock account in our household?

We have adopted a procedure approved by the Securities and Exchange Commission called householding. This procedure permits us to send a single copy of the proxy statement and annual report to a household if the shareholders provide written or implied consent. Shareholders continue to receive a separate proxy card for each stock account. We previously mailed a notice to eligible registered shareholders stating our intent to utilize this rule unless the shareholder provided an objection. If you are a registered shareholder and received only one copy of the proxy statement and annual report in your household, we will promptly deliver copies, to the extent you request them, for each member of your household who was a registered shareholder as of the record date. You may make this request by providing written instructions to Wells Fargo Shareowner Services, Attn: Householding/ONEOK, Inc., P.O. Box 64873, St. Paul, Minnesota 55164-0854. You also may contact Wells Fargo Shareowner Services in the same manner if you are currently receiving a single copy of the proxy statement and annual report in your household and desire to receive separate copies in the future for each member of your household who is a registered shareholder or if your household is currently receiving multiple copies of the proxy statement and annual report and you desire to receive a single copy in the future for your entire household. If you are not a registered shareholder and your shares are held by a broker, bank, trustee or other holder of record, you will need to contact that entity to revoke your election and receive multiple copies of these documents.

Is there a list of shareholders entitled to vote at the annual meeting?

The names of shareholders of record entitled to vote at the annual meeting will be available at the annual meeting and for 10 days prior to the meeting for any purpose relevant to the meeting between the hours of 9:00 a.m. and 4:30 p.m. CDT at our principal executive offices at 100 West Fifth Street, Tulsa, Oklahoma, and may be viewed by contacting our corporate secretary.

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About the 2017 Annual Meeting

May I access the notice of annual meeting, proxy statement, 2016 annual report and accompanying documents on the Internet?

The notice of annual meeting, proxy statement, 2016 annual report and accompanying documents are currently available on our website at www.oneok.com. Additionally, in accordance with rules of the Securities and Exchange Commission, you may access this proxy statement, our 2016 annual report and any other proxy materials we use at www.proxydocs.com/oke.

Instead of receiving future copies of our proxy and annual report materials by mail, shareholders may elect to receive an email that will provide electronic links to these proxy and annual report materials. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business and also will give you an electronic link to the proxy voting site. You may log on to *www.proxypush.com/oke* and follow the prompts to enroll in the electronic proxy delivery service. If you hold your shares in a brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in the proxy materials mailed to you by your broker, bank, trustee or other holder of record of your shares regarding the availability of this service.

What out-of-pocket costs will we incur in soliciting proxies?

Morrow Sodali LLC, 470 West Avenue, Stamford, Connecticut 06902, will assist us in the distribution of proxy materials and solicitation of votes for a fee of $11,000, plus out-of-pocket expenses. We also reimburse brokerage firms, banks and other custodians, nominees and fiduciaries for their reasonable expenses for forwarding proxy materials to our shareholders. We will pay all costs of soliciting proxies.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. Voting results will be published in a Current Report on Form 8-K that we will file with the Securities and Exchange Commission within four business days after the annual meeting.

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Outstanding Stock and Voting

MATTERS TO BE VOTED UPON

At the annual meeting, the following matters will be voted upon:

(1) the election of each of the 11 nominees for director named in this proxy statement to serve a one-year term;

(2) the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2017;

(3) an advisory vote on executive compensation;

(4) an advisory vote on the frequency of the advisory vote on executive compensation; and

(5) such other business as may properly come before the meeting, or any adjournment or postponement of the meeting.

VOTING

Only shareholders of record at the close of business on March 27, 2017 are entitled to receive notice of and to vote at the annual meeting. As of that date, 210,905,284 shares of our common stock were outstanding. Each outstanding share entitles the holder to one vote on each matter submitted to a vote of shareholders at the meeting.

Shareholders of record may vote in person or by proxy at the annual meeting. All properly submitted proxies received prior to the commencement of voting at the annual meeting will be voted in accordance with the voting instructions contained on the proxy. Shares for which signed proxies are properly submitted without voting instructions will be voted:

(1) **FOR** the election of each of the 11 nominees for director named in this proxy statement to serve a one-year term;

(2) **FOR** the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public

accounting firm for the year ending December 31, 2017;

(3) **FOR** the advisory proposal to approve our executive compensation; and

(4) in accordance with the recommendation of our Board of Directors, **FOR** the annual frequency of the advisory vote on executive compensation.

While we know of no other matters that are likely to be brought before the meeting, in the event any other business properly comes before the meeting, proxies will be voted in the discretion of the persons named in the proxy. The persons named as proxies were designated by our Board of Directors.

To vote shares held in street name through a broker, bank, trustee or other similar fiduciary, a shareholder must provide voting instructions to his or her broker, bank or other similar fiduciary. Brokerage firms, banks, trustees and other similar fiduciaries are required to request voting instructions for shares they hold on behalf of their customers and others. We encourage you to provide instructions to your brokerage firm, bank, trustee or other similar fiduciary on how to vote your shares. If your shares are held in street name, to be able to vote those shares in person at the annual meeting, you must obtain a proxy, executed in your favor, from the broker, bank or other similar fiduciary who held those shares as of the close of business on March 27, 2017.

The rules of the NYSE determine whether proposals presented at shareholder meetings are routine or non-routine. If a proposal is routine, a broker, bank, trustee or other similar fiduciary holding shares for an owner in street name may vote for the proposal without receiving voting instructions from the owner under certain circumstances. If a proposal is non-routine, the broker, bank, trustee or other similar fiduciary may vote on the proposal only if the owner has provided voting instructions. A broker non-vote occurs when the broker, bank, trustee or other similar fiduciary is unable to vote on a proposal because the proposal is non-routine and the owner does not provide any voting instructions. Under the rules of the NYSE, Proposals 1, 3 and 4 are considered to be non-routine, and Proposal 2 is considered to be routine. Accordingly, if you do not provide voting instructions to your brokerage firm, bank, trustee or other similar fiduciary holding your shares, your brokerage firm, bank, trustee or other similar fiduciary will not be permitted under the rules of the NYSE to vote your shares on Proposals 1, 3 and 4 and will only be permitted under the rules of the NYSE to vote your shares on Proposal 2 at its discretion.

Please provide your voting instructions to your broker, bank, trustee or other similar fiduciary so that your shares may be voted.

Representatives of our stock transfer agent, Wells Fargo Bank, N.A., will be responsible for tabulating and certifying the votes cast at the meeting.

QUORUM

The holders of a majority of the shares entitled to vote at the annual meeting, present in person or by proxy, constitute a quorum for the transaction of business at the annual meeting. In determining whether we have a quorum, we count abstentions and broker non-votes as present.

Proxy Solicitation

If a quorum is not present at the scheduled time of the meeting, the shareholders who are present in person or by proxy may adjourn the meeting until a quorum is present. If the time and place of the adjourned meeting are announced at the time the adjournment is taken, no other notice will be given. However, if the adjournment is for more than 30 days, or if a new record date is set for the adjourned meeting, a notice will be given to each shareholder entitled to receive notice of, and to vote at, the meeting.

VOTES REQUIRED

Proposal 1   Election of Directors.

Our By-laws provide for majority voting for directors in uncontested elections. We expect that the election of directors at our 2017 annual meeting will be uncontested. Under the majority voting standard, the election of directors is decided by the affirmative vote of a majority of the votes cast with respect to that nominee s election by the shareholders present in person or by proxy at the meeting and entitled to vote for the election of directors. In other words, to be elected a nominee must receive a number of for votes that exceeds the number of against votes cast with respect to that director s election. Abstentions and broker non-votes, if any, do not count as for or against votes cast with respect to the election of directors.

Under Oklahoma law, if an incumbent director who is a nominee does not receive, in an uncontested election, the requisite majority vote to be re-elected at an annual meeting, that director remains in office as a holdover director. Accordingly, our corporate governance guidelines require that such a director must promptly, following certification of the shareholder vote, tender his or her resignation to our Board of Directors. The Board (excluding the director who tendered the resignation) will then evaluate the resignation in light of the best interests of our company and our shareholders in determining whether to accept or reject the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director s qualifications, the director s past and expected future contributions to the company, the overall composition of the Board and whether accepting the tendered resignation would cause the company to fail to comply with any applicable rule or regulation (including NYSE listing requirements and the federal securities laws). The Board will act on the tendered resignation and publicly disclose its decision and rationale within 90 days following certification of the shareholder vote.

Proposal 2   Ratification of Selection of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2017.

In accordance with our By-laws, approval of Proposal 2 requires the affirmative vote of a majority of the voting power of the shareholders present in person or by proxy and entitled to vote on each proposal at

the meeting. Abstentions will have the same effect as votes against Proposal 2. If you do not provide voting instructions to your brokerage firm, bank, trustee or other similar fiduciary holding your shares, your brokerage firm, bank, trustee or other similar fiduciary will be permitted to vote your shares on Proposal 2 at its discretion.

Proposal 3   Advisory Vote on Executive Compensation.

In accordance with our By-laws, approval of Proposal 3 requires the affirmative vote of a majority of the voting power of the shareholders present in person or by proxy and entitled to vote on each proposal at the meeting. Abstentions will have the same effect as votes against Proposal 3. Broker non-votes do not count as entitled to vote for purposes of determining the outcome of the vote on Proposal 3.

Proposal 4 Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation.

The outcome of Proposal 4 will be defined by a plurality of the votes cast at the meeting. Abstentions do not count as for any voting frequency. Broker non-votes do not count as votes entitled to vote for purposes of determining the outcome of the vote on Proposal 4.

REVOKING A PROXY

Any shareholder may revoke his or her proxy at any time before it is voted at the meeting by (1) notifying our corporate secretary in writing (the mailing address of our corporate secretary is 100 West Fifth Street, Tulsa, Oklahoma 74103), (2) authorizing a later proxy via the Internet or by telephone, (3) returning a later dated proxy card, or (4) voting at the meeting in person. A shareholder s presence without voting at the annual meeting will not automatically revoke a previously delivered proxy and any revocation during the meeting will not affect votes previously taken.

If your shares are held in a brokerage account or by a bank, trustee or other similar fiduciary, you may revoke any voting instructions you may have previously provided in accordance with the revocation instructions provided by the broker, bank, trustee or other similar fiduciary.

PROXY SOLICITATION

Solicitation of proxies will be primarily by mail and telephone. We have engaged Morrow Sodali LLC, 470 West Avenue, Stamford, Connecticut 06902, to solicit proxies for a fee of $11,000, plus out-of-pocket expenses. In addition, certain of our officers, directors and employees may solicit proxies on our behalf in person or by mail, telephone, fax or email, for which such persons will receive no additional compensation. We will pay all costs of soliciting proxies. We will also reimburse brokerage firms, banks and other custodians, nominees and fiduciaries for their reasonable expenses for forwarding proxy materials to our shareholders.

Governance of the Company

Our Board of Directors and management are committed to maintaining strong corporate governance practices that allocate rights and responsibilities among our Board, management and our shareholders in a manner that benefits the long-term interest of our shareholders. Our corporate governance practices are designed not just to satisfy regulatory and stock exchange requirements, but also to provide for effective oversight and management of our company.

Our Corporate Governance Committee engages in a regular process of reviewing our corporate governance practices, including comparing our practices with those recommended by various corporate governance authorities, the expectations of our shareholders and the practices of other leading public companies. Our Corporate Governance Committee also reviews regularly our corporate governance practices in light of proposed and adopted laws and regulations, including the rules of the Securities and Exchange Commission and the rules and listing standards of the NYSE.

CORPORATE GOVERNANCE GUIDELINES

Our Board of Directors has adopted corporate governance guidelines that address key areas of our corporate governance, including: the Board s mission and responsibilities; Board membership and leadership; the structure and function of the Board s committees; meetings of the Board and its committees, including attendance requirements and executive sessions; Board compensation; Board and officer share ownership requirements; succession planning; evaluation of the performance of our Board; and Board access to management and independent advisors. Our Board periodically reviews our corporate governance guidelines and may revise the guidelines from time to time as conditions warrant. The full text of our corporate governance guidelines is published on and may be printed from our website at *www.oneok.com* and is also available from our corporate secretary upon request.

CODE OF BUSINESS CONDUCT AND ETHICS

Our Board of Directors has adopted a code of business conduct and ethics that applies to our directors, officers (including our principal executive and financial officers, principal accounting officer, controllers and other persons performing similar functions) and all other employees. We require all directors, officers and employees to adhere to our code of business conduct and ethics in addressing the legal and ethical issues encountered in conducting their work for our company. Our code of business conduct and ethics requires that our directors, officers and employees avoid conflicts of interest, comply with all applicable laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in our company s best interest. All directors, officers and employees are

required to report any conduct that they believe to be an actual or apparent violation of our code of business conduct and ethics.

The full text of our code of business conduct and ethics is published on and may be printed from our website at *www.oneok.com* and is also available from our corporate secretary upon request. We intend to disclose on our website any future amendments to, or waivers from, our code of business conduct and ethics, as required by the rules of the Securities and Exchange Commission and the NYSE.

DIRECTOR INDEPENDENCE

Our corporate governance guidelines provide that a majority of our Board of Directors will be independent under the applicable independence requirements of the NYSE. These guidelines and the rules of the NYSE provide that, in qualifying a director as independent, the Board must make an affirmative determination that the director has no material relationship with our company, either directly or as a partner, shareholder or officer of an organization that has a relationship with our company. In making this determination with respect to each director serving on the Executive Compensation Committee, under the rules of the NYSE, the Board is required to consider all factors specifically relevant to determining whether the director has a relationship to our company which is material to that director s ability to be independent from management in connection with the duties of a member of that committee.

Our Board of Directors has also adopted director independence guidelines that specify the types of relationships the Board has determined to be categorically immaterial. Directors who meet these standards are considered to be independent. The full text of our director independence guidelines is published on and may be printed from our website at *www.oneok.com* and is also available from our corporate secretary upon request.

Our Board of Directors has determined affirmatively that members Brian L. Derksen, Julie H. Edwards, Randall J. Larson, Steven J. Malcolm, Kevin S. McCarthy, Jim W. Mogg, Pattye L. Moore, Gary D. Parker and Eduardo A. Rodriguez have no material relationship with our company, and each qualifies as independent under our corporate governance guidelines, our director independence guidelines and the rules of the NYSE. Accordingly, nine out of our current 11 directors qualify as independent.

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Our Board and Corporate Strategy

BOARD LEADERSHIP STRUCTURE

During 2016, our Board was led by John W. Gibson, who is our non-executive Chairman of the Board, in consultation and coordination with Jim W. Mogg, who is our lead independent director and the Chairman of the Corporate Governance Committee. In addition, our Audit Committee and Executive Compensation Committee are each led by a chair and vice chair, each of whom is an independent director.

Our corporate governance guidelines provide that our Board of Directors retains the right to exercise its discretion in combining or separating the offices of the Chairman of the Board and Chief Executive Officer. Our Board reviews the issue as a part of its succession planning process. The Board believes that it is advantageous for the Board to maintain flexibility to determine on a case-by-case basis and, if necessary, change the Board leadership structure in order to meet our needs at any time, based on the individuals then available and the circumstances then presented.

The Board believes that maintaining Mr. Gibson s continuing service as non-executive Chairman of the Board provides the most effective leadership model for our Board and our company. In making this determination, the Board considered the advantages to our company of maintaining the continuity of Mr. Gibson s effective leadership as Chairman of the Board based on, among other factors, his lengthy service as an executive officer of our company, including as chief executive officer from 2007 until his retirement on January 31, 2014, his strong leadership skills, his extensive knowledge and experience regarding our operations and the industries and markets in which we compete, as well as his ability to promote communication and to synchronize strategic objectives and activities between our Board and our senior management. The Board also believes this leadership structure continues to ensure significant independent oversight of management, as Messrs. Gibson and Spencer are the only members of the Board who are not independent directors. In addition, our Board has an ongoing practice of holding executive sessions of the independent members of the board as part of each regularly scheduled in-person Board meeting.

In accordance with our corporate governance guidelines, the Board continues to retain the authority to combine the positions of Chairman and Chief Executive Officer in the future if it determines that doing so is in the best interests of our company and our shareholders.

LEAD INDEPENDENT DIRECTOR

Our corporate governance guidelines vest the lead independent director who, under these guidelines, is also chair of our Corporate Governance Committee, with various key responsibilities, including leading the Board s process for selecting both the Chairman of the Board and the Chief Executive Officer. The guidelines provide that the lead independent director shall have served as a director for a

minimum of three years, shall serve for a term of three to five years as determined by the Board of Directors, and that the duties of the lead independent director include but are not limited to:

- presiding as the chair at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors;

approving information sent to the Board;

approving meeting agendas for the Board; and

approving meeting schedules to ensure that there is sufficient time for discussion of all agenda items.

In addition, the lead independent director has the authority to call meetings of the independent directors and, if requested by major shareholders, will ensure that he or she is available for consultation and direct communication.

SUCCESSION PLANNING

A key responsibility of the Chief Executive Officer and the Board is ensuring that an effective process is in place to provide continuity of leadership over the long term at all levels in our company. Each year, succession-planning reviews are held at every significant organizational level of the company, culminating in a full review of senior leadership talent by our independent directors. During this review, the Chief Executive Officer, the Chairman of the Board and the other independent directors discuss future candidates for senior leadership positions, succession timing for those positions and development plans for the highest-potential candidates. This process ensures continuity of leadership over the long term, and it forms the basis on which our company makes ongoing leadership assignments.

OUR BOARD AND CORPORATE STRATEGY

Our Board of Directors is actively involved in overseeing, reviewing and guiding our corporate strategy. Our Board formally reviews our company s business strategy, including the risks and opportunities facing our company and its businesses, at an annual strategic planning session. In addition, long-range strategic issues, including the performance and strategic fit of our businesses, are discussed as a matter of course at regular board meetings. Our Board regularly discusses corporate strategy throughout the year with management formally as well as informally and during executive sessions of the Board as appropriate. As discussed in Risk Oversight below, our Board views risk management and oversight as an integral part of our strategic planning process, including mapping key risks to our corporate strategy and seeking to manage and mitigate risk. Our Board also views its own composition as a critical component to effective strategic oversight. Accordingly, our Board and relevant Board committees consider our business strategy and the company s regulatory, geographic and market environments when assessing board composition, director succession, executive compensation and other matters of importance.

SHAREHOLDER ENGAGEMENT

Our Board of Directors believes that accountability to shareholders is a mark of good corporate governance and that regular shareholder engagement is important to our company s success. Our company frequently engages with shareholders on a variety of topics, with particular focus on matters relating to our company s publicly disclosed strategy and financial performance. Our company also engages with shareholders to discuss matters relating to governance, compensation, safety, environmental and other current and emerging issues that the Board and our management understand are important to our shareholders. In addition to this direct engagement, our company also maintains a number of complementary mechanisms that allow our shareholders to effectively communicate to our Board, including:

- maintaining an investor relations page on our company website,
- conducting the annual election of directors with a majority voting standard,
- regularly presenting at investor conferences,
- conducting an annual advisory vote to approve executive compensation,
- if requested by major shareholders, ensuring the lead independent director is available for consultation and direct communication;
- permitting shareholders to submit prospective candidates for nomination by our Board for election at the annual meeting of shareholders in accordance with our corporate governance guidelines,
- permitting shareholders to nominate candidates for election at the annual meeting of shareholders in accordance with our By-laws, and
- providing shareholders the ability to attend and voice opinions at the annual meeting of shareholders.

RISK OVERSIGHT

We engage in an annual comprehensive enterprise risk-management (ERM) process to identify and manage risk. Our annual ERM assessment is designed to enable our Board of Directors to establish a mutual understanding with management of the effectiveness of our risk-management practices and capabilities, to review our risk exposure and to elevate certain key risks for discussion at the Board

level. Risk management is an integral part of our annual strategic planning process, which addresses, among other things, the risks and opportunities facing our company.

Our ERM program is overseen by our Chief Financial Officer. The program is designed to identify, assess, monitor and manage risks that could affect our ability to fulfill our business objectives or execute our corporate strategy. Our ERM process involves the identification and assessment of a broad range of risks and the development of plans to mitigate these risks. These risks generally relate to the strategic, operational, financial, regulatory compliance and human resources aspects of our business.

Not all risks can be dealt with in the same way. Some risks may be easily perceived and controllable. Other risks are unknown. Some risks can be avoided or mitigated by particular behavior, and some risks are unavoidable as a practical matter. For some risks, the potential adverse impact would be minor and, as a matter of business judgment, it may not be appropriate to allocate significant resources to avoid the adverse impact. In other cases, the adverse impact could be significant, and it is prudent to expend resources to seek to avoid or mitigate the potential adverse impact. Management is responsible for identifying risk and risk controls related to our significant business activities; mapping the risks to our corporate strategy; and developing programs and recommendations to determine the sufficiency of risk identification, the balance of potential risk to potential reward and the appropriate manner in which to control and mitigate risk.

The Board implements its risk oversight responsibilities by having management provide periodic briefing and informational sessions on the significant voluntary and involuntary risks that our company faces and how our company is seeking to control and mitigate those risks. In some cases, as with risks relating to significant acquisitions, risk oversight is addressed as part of the full Board s ongoing engagement with the Chief Executive Officer and management.

The Board annually reviews a management assessment of the various operational and regulatory risks facing our company, their relative magnitude and management s plan for mitigating these risks. This review is conducted in conjunction with the Board s review of our company s business strategy at its annual strategic planning meeting and at other meetings as appropriate.

We also maintain a Risk Oversight and Strategy Committee, which consists of our senior management. This committee is responsible for ensuring that exposure to commodity and interest rate risk, as well as marketing, trading and hedging practices, are monitored within the framework established by our company policies. The committee also is responsible for ensuring that marketing and hedging strategies are developed and implemented to mitigate or manage those risks within acceptable risk thresholds.

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In certain cases, a Board committee is responsible for oversight of specific risk topics. For example, the Audit Committee oversees risk issues associated with our overall financial reporting and disclosure process and legal compliance, as well as reviewing policies and procedures on risk-control assessment and accounting-risk exposure, including our companywide risk control activities and our business continuity and disaster-recovery plans. The Audit Committee meets with our Chief Financial Officer, Chief Accounting Officer and General Counsel, and meets with our Vice President Audit Services, as well as with our independent registered public accounting firm, in separate executive sessions at each of its in-person meetings during the year at which time risk issues are discussed regularly.

In addition, our Executive Compensation Committee oversees risks related to our compensation program, as discussed in greater detail elsewhere in this proxy statement, and our Corporate Governance Committee oversees risks related to our governance practices and policies.

BOARD AND COMMITTEE MEMBERSHIP

Our business, property and affairs are managed under the direction of our Board of Directors. Members of our Board are kept informed of our business through discussions with our Chief Executive Officer and other officers, by reviewing materials provided to them periodically and in connection with Board and committee meetings, by visiting our offices and our operating facilities and by participating in meetings of the Board and its committees.

During 2016, the Board held eight regular meetings and six special meetings. All of our incumbent directors who served on the Board during 2016 attended at least 75 percent of the aggregate of all meetings of the Board and Board committees on which they served in 2016.

Our corporate governance guidelines provide that members of our Board are expected to attend our annual meeting of shareholders. All members of our Board attended our 2016 annual meeting of shareholders.

The Board has four standing committees consisting of the Audit Committee, the Executive Compensation Committee, the Corporate Governance Committee and the Executive Committee.

The table below provides the current membership of our Board and each of our Board committees and committee meetings in 2016.

Director	Audit	Executive Compensation	Corporate Governance	Executive
Brian L. Derksen				
Julie H. Edwards	Chair			

John W. Gibson				Chair
Randall J. Larson				
Steven J. Malcolm		Chair		
Kevin S. McCarthy				
Jim W. Mogg			Chair	
Pattye L. Moore		Vice Chair		
Gary D. Parker	Vice Chair			
Eduardo A. Rodriguez			Vice Chair	
Terry K. Spencer				
Number of meetings in 2016	Six	Four	Three	None

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Board and Committee Membership

Our Board has adopted written charters for each of its Audit, Executive Compensation, Corporate Governance and Executive Committees. Copies of the charters of each of these committees are available on and may be printed from our website at *www.oneok.com.* Copies are also available from our corporate secretary upon request. The responsibilities of our Board committees are summarized below. From time to time the Board, in its discretion, may form other committees.

The Audit Committee. The Audit Committee represents and assists our Board of Directors with the oversight of the integrity of our financial statements and internal control over financial reporting, our compliance with legal and regulatory requirements, the independence, qualifications and performance of our independent registered public accounting firm and the performance of our internal audit function. The responsibilities of the Audit Committee include:

- appointing, compensating and overseeing our independent auditor, including review of their qualifications, independence and performance;
- reviewing the scope, plans and results relating to external audits of our financial statements and our internal audits;
- monitoring and evaluating our financial condition;
- monitoring and evaluating the integrity of our financial reporting processes and procedures;
- assessing our significant financial risks and exposures and evaluating the adequacy of our internal controls in connection with such risks and exposures, including, but not limited to, internal controls over financial reporting and disclosure controls and procedures;
- reviewing policies and procedures on risk-control assessment and accounting risk exposure, including our companywide risk control activities and our business-continuity and disaster-recovery plans; and
- monitoring our compliance with our policies on ethical business conduct.

Our independent registered public accounting firm reports directly to our Audit Committee.

All members of our Audit Committee are independent under the independence requirements of the NYSE and the Securities and Exchange Commission applicable to audit committee members. The Board has determined that Julie H. Edwards, Gary D. Parker, Brian L. Derksen and Randall J. Larson are each an audit committee financial expert under the applicable rules of the Securities and Exchange Commission.

The Executive Compensation Committee. Our Executive Compensation Committee is responsible for establishing and periodically reviewing our executive compensation policies and practices. This responsibility includes:

- evaluating, in consultation with our Corporate Governance Committee, the performance of our Chief Executive Officer, and recommending to our Board of Directors the compensation of our Chief Executive Officer and our other executive officers;
- reviewing and approving, in consultation with our Corporate Governance Committee, the annual objectives of our Chief Executive Officer;
- reviewing our executive compensation program to ensure the attraction, retention and appropriate compensation of executive officers in order to motivate their performance in the achievement of our business objectives and to align their interests with the long-term interests of our shareholders;
- assessing the risks associated with our compensation program; and
- reviewing and making recommendations to the full Board on executive officer and director compensation and personnel policies, programs and plans.

Our Executive Compensation Committee meets periodically during the year to review our executive and director compensation policies and practices. Executive officer salaries and short- and long-term incentive compensation are determined annually by this committee. The scope of the authority of this committee is not limited except as set forth in its charter and by applicable law. This committee has the authority to delegate duties to subcommittees of this committee, or to other standing committees of the Board of Directors, as it deems necessary or appropriate. This committee may not delegate to a subcommittee any authority required by any law, regulation or listing standard to be exercised by this committee as a whole.

All members of our Executive Compensation Committee are independent under the independence requirements of the NYSE applicable to compensation committee members.

The executive compensation group in our corporate human resources department supports, in consultation with our Chief Executive Officer, the Executive Compensation Committee in its work.

During 2016, the Executive Compensation Committee engaged Meridian Compensation Partners, LLC (Meridian Compensation Partners), as an independent executive compensation consultant to assist the committee in its evaluation of the amount and form of compensation paid in 2016 to our Chief Executive Officer, our other executive officers and our directors. Meridian Compensation Partners reported directly to the Executive Compensation Committee. For more information on executive compensation and the role of this consultant,

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Director Nominations

see Executive Compensation Discussion and Analysis Compensation Methodology The Role of the Independent Executive Compensation Consultant at page 46.

The Corporate Governance Committee. Our Corporate Governance Committee is responsible for overseeing our company s governance, including the selection of directors and the Board s practices and effectiveness. These responsibilities include:

- identifying and recommending qualified director candidates, including qualified director candidates suggested by our shareholders in written submissions to our corporate secretary in accordance with our corporate governance guidelines and our By-laws or in accordance with the rules of the Securities Exchange Commission;
- making recommendations to the Board with respect to electing directors and filling vacancies on the Board;
- adopting an effective process for director selection and tenure by making recommendations on the Board s organization and practices and by aiding in identifying and recruiting director candidates;
- reviewing and making recommendations to the Board with respect to the organization, structure, size, composition and operation of the Board and its committees;
- in consultation with our Chairman of the Board, our Chief Executive Officer and the Executive Compensation Committee, overseeing management succession and development; and
- reviewing, assessing risk and making recommendations with respect to other corporate governance matters.

All members of our Corporate Governance Committee are independent under the independence requirements of the NYSE.

The Executive Committee. In the intervals between meetings of our Board of Directors, the Executive Committee may, except as otherwise provided in our By-laws and applicable law, exercise the powers and authority of the full Board in the oversight of our property, affairs and business. The function of this committee is to act on major matters where it deems action appropriate, which provides a degree of flexibility and ability to respond to time-sensitive business and legal matters without calling a special meeting of our full Board. The Executive Committee reports to the Board at its next meeting on any actions taken by the committee.

DIRECTOR NOMINATIONS

Our corporate governance guidelines provide that the Board of Directors is responsible for selecting candidates for Board membership and delegates the screening process to the Corporate Governance Committee of the Board. This committee, with recommendations and input from our Chairman of the Board, our Chief Executive Officer and members of our Board, evaluates the qualifications of each director candidate and assesses the appropriate mix of skills, qualifications and characteristics required of Board members in the context of the perceived needs of the Board at a given point in time. The committee is responsible for recommending candidates for nomination by the Board for election as members of our Board.

Our corporate governance guidelines provide that candidates for nomination by the Board must be committed to devoting the time and effort necessary to be productive members of the Board and that, in nominating candidates, the Board will endeavor to establish director diversity in personal background, race, gender, age and nationality. The guidelines also provide that the Board will seek to maintain a mix that includes, but is not limited to, the following areas of core competency: accounting and finance; investment banking; business judgment; management; energy industry knowledge; operations; leadership; strategic vision; law; and corporate relations.

The Corporate Governance Committee s charter provides that it has the responsibility, in consultation with the Chairman of the Board and the Chief Executive Officer, to search for, recruit, screen, interview and select candidates for the position of director as necessary to fill vacancies on the Board or the additional needs of the Board and to consider management and shareholder recommendations for candidates for nomination by the Board. In carrying out this responsibility, the Corporate Governance Committee evaluates the qualifications and performance of incumbent directors and determines whether to recommend them for re-election to the Board. In addition, this committee determines, as necessary, the portfolio of skills, experience, diversity, perspective and background required for the effective functioning of the Board considering our business strategy and our regulatory, geographic and market environments.

Our corporate governance guidelines contain a policy regarding the Corporate Governance Committee s consideration of prospective director candidates recommended by shareholders for nomination by our Board. Under this policy, any shareholder who wishes to recommend a prospective candidate for nomination by our Board for election at our 2018 annual meeting should send a letter of recommendation to our corporate secretary at our principal executive offices by no later than September 30, 2017. The letter should include the name, address and number of shares owned by the recommending shareholder (including, if the recommending shareholder is not a shareholder of record, proof of ownership of the type referred to in Rule 14a-8(b)(2) of the proxy rules of the Securities and Exchange Commission), the prospective candidate s name and address, a description of the prospective candidate s background, qualifications and relationships, if any, with our company and all other information necessary for our Board to determine whether the prospective candidate meets the independence standards under the rules of the NYSE and our director independence guidelines. A signed statement from the prospective candidate should accompany the letter of recommendation indicating that he or she consents to being considered as a nominee of the Board and that, if nominated by the Board and elected by the shareholders, he or she will serve as a director. The committee will evaluate prospective candidates recommended by shareholders for nomination by our Board in light of the various factors set forth above.

Neither the Corporate Governance Committee, nor the Board, nor our company itself discriminates in any way against prospective candidates for nomination by the Board on the basis of age, sex, race, religion, or other personal characteristics. There are no differences in the manner in which the Corporate Governance Committee or the Board evaluates prospective candidates based on whether the prospective candidate is recommended by a shareholder or by the Corporate Governance Committee, provided that the recommending shareholder furnishes to our company a letter of recommendation containing the information described above along with the signed statement of the prospective candidate referred to above.

In addition to having the ability to recommend prospective candidates for nomination by our Board, under our By-laws, shareholders may themselves nominate candidates for election at an annual meeting of shareholders so long as they are shareholders of record when they give the notice described below and on the record date for the relevant annual meeting. Any shareholder who desires to nominate candidates for election as directors at our 2018 annual meeting must follow the procedures set forth in our By-laws. Under these procedures, notice of a shareholder nomination for the election of a director must be received by our corporate secretary at our principal executive offices not less than 120 calendar days before the first anniversary of the date that our proxy statement was released to shareholders in connection with our 2017 annual meeting of shareholders (i.e., notice must be received no later than December 7, 2017). If the date of the 2018 annual meeting is more than 30 days after May 24, 2018, the first anniversary of our 2017 annual meeting, our corporate secretary must receive notice of a shareholder nomination by the close of business on the tenth day following the earlier of the day on which notice of the date of the 2018 annual meeting is mailed to shareholders or the day on which public announcement of the 2018 annual meeting date is made. In addition, in accordance with our By-laws, the shareholder notice must contain certain information about the candidate the shareholder desires to nominate for election as a director, the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made.

In addition, our By-laws permit a shareholder, or a group of up to twenty shareholders, owning 3% or more of ONEOK s common stock continuously for a period of at least three years, to nominate for election to our Board and have such director nominations included in our proxy materials, a number of director candidates equal to the greater of (i) two individuals or (ii) the closest whole number that does not exceed 20% of our Board, provided that the shareholder(s) and the nominee(s) satisfy certain requirements specified in the By-laws. Under these procedures, notice must be received by our corporate secretary at our principal executive offices not less than 120 calendar days, and not more than 150 calendar days, before the first anniversary of the date that our proxy statement was released to shareholders in connection with our 2017 annual meeting of shareholders (i.e., notice must be received no earlier than November 7, 2017 and later than December 7, 2017). In accordance with our By-laws, the shareholder notice must contain certain information about the candidate the shareholder(s) desires to nominate for election as a director, the shareholder(s) giving the notice and the beneficial owner(s), if any, on whose behalf the nomination is made.

DIRECTOR COMPENSATION

The Executive Compensation Committee reviews director compensation on an annual basis in consultation with the Committee s independent compensation consultant, Meridian Compensation Partners. This review includes consideration of director compensation data compiled by Meridian for the same peer group used to assess competitive compensation for our executive officers in order to assess the competitive levels and type of compensation for our directors. In addition to considering director compensation data compiled by Meridian, the Committee also considers relevant factors such as our company s financial and operational performance when reviewing director compensation. After completing its review, the Committee submits its recommendation for director compensation to the full Board of Directors for approval.

For 2015 and 2016, the Committee recommended, and the full Board of Directors approved, that compensation paid to each of our non-management directors be held flat. Compensation for each of our non-management directors for their service on our Board of Directors for the period of May 2015 through April 2016 and for the period May 2016 through April 2017 consisted of an annual cash retainer of $65,000 and a common stock annual retainer with a value of $135,000 determined using the average of the high and low trading prices of our company s common stock on the NYSE on the date of the meeting of the Board of Directors immediately following the company s annual shareholders meetings. The chairs of our Audit and Executive Compensation Committees received an additional annual cash retainer of $15,000, and our lead independent director, who is also chair of our Corporate Governance Committee, received an additional annual cash retainer of $20,000. Our non-executive

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Director Compensation

Chairman of the Board received an additional annual cash retainer of $125,000 for his service.

All directors are reimbursed for reasonable expenses incurred in connection with attendance at Board and committee meetings.

Our one management director, Terry K. Spencer, receives no compensation for his service as a director.

Our Board of Directors has established minimum share ownership guidelines for members of our Board that are discussed under Executive Compensation Discussion and Analysis Share Ownership Guidelines at page 54.

The following table sets forth the compensation paid to our non-management directors in 2016.

2016 NON-MANAGEMENT DIRECTOR COMPENSATION

Director	Fees Earned or Paid in Cash [1]	Stock Awards[1 2 3]	Change in Pension Value and Nonqualified Deferred Compensation Earnings [4]	All Other Compensation [5]	Total
James C. Day [6]	$	$	$	$ 10,000	$ 10,000
Brian L. Derksen	$ 65,000	$ 135,000	$	$ 350	$ 200,350
Julie H. Edwards	$ 80,000	$ 135,000	$	$ 350	$ 215,350
John W. Gibson	$ 190,000	$ 135,000	$ 6,280	$ 15,350	$ 346,630
Randall J. Larson	$ 65,000	$ 135,000	$	$ 350	$ 200,350
Steven J. Malcolm	$ 80,000	$ 135,000	$	$ 25,350	$ 240,350
Kevin S. McCarthy	$ 65,000	$ 135,000	$	$ 350	$ 200,350
Jim W. Mogg	$ 85,000	$ 135,000	$	$ 5,350	$ 225,350
Pattye L. Moore	$ 65,000	$ 135,000	$ 131	$ 5,350	$ 205,481
Gary D. Parker	$ 65,000	$ 135,000	$	$ 2,850	$ 202,850
Eduardo A. Rodriguez	$ 65,000	$ 135,000	$	$ 350	$ 200,350

1 Non-management directors may defer all or a part of their annual cash and stock retainers under our Deferred Compensation Plan for Non-Employee Directors. During the year ended December 31, 2016, $922,700 of the total amount payable for directors fees were deferred under this plan at the election of seven of our directors. Deferred amounts are treated, at the election of the participating director, either as phantom stock or as a cash deferral. Phantom stock deferrals are treated as though the deferred amount is invested in our common stock based on the average of our high and low stock price on the NYSE on the date the deferred amount was earned. Phantom stock earns the equivalent of dividends declared on our common stock, reinvested in phantom shares of our common stock based on the fair market value of our common stock on the payment date of each common

stock dividend. The shares of our common stock reflected in a non-management director s phantom stock account are issued to the director under our Long-Term Incentive Plan on the last day of the director s service as a director or a later date selected by the director. Cash deferrals earn interest at a rate equal to Moody s AAA 30-Year Bond Index on the first business day of the plan year, which, at January 4, 2016, was 4.03 percent, plus 100 basis points, and are paid to the director on the last day of the director s service as a director or at a later date selected by the director.

The following table sets forth, for each non-management director, the amount of director compensation deferred during 2016 and cumulative deferred compensation as of December 31, 2016.

Director	Board Fees Deferred to Phantom Stock in 2016 [a]	Dividends Earned on Phantom Stock and Reinvested in 2016 [b]	Total Board Fees Deferred to Phantom Stock at December 31, 2016 [a]	Total Phantom Stock Held at December 31, 2016	Board Fees Deferred to Cash in 2016	Total Board Fees Deferred to Cash at December 31, 2016 [c]
James C. Day	$	$ 55,236	$		$	$
Brian L. Derksen	$ 135,000	$ 9,819	$ 201,069	5,739	$	$
Julie H. Edwards		$ 6,308	$ 123,065	2,662	$	$
John W. Gibson [d]	$ 135,000	$ 19,273	$ 471,941	9,730	$ 190,000	$ 675,291
Randall J. Larson	$	$	$		$	$
Steven J. Malcolm	$	$	$		$	$
Kevin S. McCarthy	$ 135,000	$ 9,819	$ 201,069	5,739	$	$
Jim W. Mogg	$ 177,500	$ 134,507	$ 2,023,668	58,864	$	$
Pattye L. Moore [e]	$ 135,000	$ 242,668	$ 2,794,710	104,009	$ 435	$ 8,935
Gary D. Parker	$ 135,000	$ 194,121	$ 2,332,971	83,521	$	$
Eduardo A. Rodriguez	$ 70,200	$ 9,253	$ 158,457	4,735	$	$

a Reflects the value of the annual cash and stock retainers (based on the average of our high and low stock price on the NYSE on the grant date) deferred by a director under our Deferred Compensation Plan for Non-Employee Directors.

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Executive Sessions of the Board

2016 NON-MANAGEMENT DIRECTOR COMPENSATION (footnotes continued)

b Dividend equivalents paid on phantom stock are reinvested in additional shares of phantom stock based on the average of the high and low trading prices of our common stock on the NYSE on the date the dividend equivalent was paid.

c The amounts shown for Mr. Gibson and Ms. Moore reflect the balances in their cash deferral accounts.

d The amounts for Mr. Gibson reflect board fees that were deferred to cash in 2016 by Mr. Gibson and interest accrued on these deferred fees. Cash deferrals earn interest at a rate equal to Moody s AAA 30-Year Bond Index on the first business day of the plan year, plus 100 basis points, which, at January 4, 2016, was 4.03 percent.

e The amounts for Ms. Moore reflects interest accrued on prior cash deferrals for Ms. Moore. No board fees were deferred to cash in 2016 by Ms. Moore. Interest earned is at a rate equal to Moody s AAA 30-Year Bond Index on the first business day of the plan year, plus 100 basis points which, at January 4, 2016, was 4.03 percent.

2 The amounts in this column reflect the aggregate grant date fair value, computed in accordance with Financial Accounting Standards Board s Accounting Standards Codification Topic 718, Compensation-Stock Compensation (ASC Topic 718), with respect to stock awards received by directors for service on our Board of Directors. Since the shares are issued free of any restrictions on the grant date, the grant date fair value of these awards is based on the average of our high and low stock price on the NYSE on the date of grant. The following table sets forth the number of shares and grant date fair value of such shares of our common stock issued to our non-management directors during 2016 for service on our Board. Certain Board members had a fractional share on record that caused the issuance of an additional share.

Director	Shares Awarded in 2016	Aggregate Grant Date Fair Value
James C. Day		$
Brian L. Derksen	3,168	$135,000
Julie H. Edwards	3,167	$135,000

John W. Gibson	3,168	$135,000
Randall J. Larson	3,167	$135,000
Steven J. Malcolm	3,167	$135,000
Kevin S. McCarthy	3,168	$135,000
Jim W. Mogg	3,168	$135,000
Pattye L. Moore	3,168	$135,000
Gary D. Parker	3,168	$135,000
Eduardo A. Rodriguez	3,167	$135,000

3 For the aggregate number of shares of our common stock and phantom stock held by each member of our Board of Directors at February 1, 2017, see Stock Ownership Holdings of Officers and Directors at page 39.

4 Reflects above-market earnings on Board of Directors fees deferred to cash under our Deferred Compensation Plan for Non-Employee Directors which provides for payment of interest on cash deferrals at a rate equal to Moody s AAA 30-Year Bond Index on the first business day of the plan year, plus 100 basis points, which, at January 4, 2016, was 4.03 percent.

5 Reflects charitable contributions made by our company or the ONEOK Foundation, Inc., on behalf of members of our Board as follows: (a) a $350 annual contribution to the non-profit organization of his or her choice; (b) matching contributions up to $5,000 per year to non-profit organizations of his or her choice pursuant to our Board matching grant program; (c) for a retiring member of the Board, a one-time contribution of $10,000 to the non-profit organization of his or her choice; and (d) matching contributions to the United Way pursuant to our annual United Way contribution program.

6 Mr. Day retired from our Board of Directors on May 25, 2016, immediately prior to our annual meeting of shareholders held on that date.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2016, Messrs. Malcolm, McCarthy, Mogg, Rodriguez and Ms. Moore served on our Executive Compensation Committee. No member of the Executive Compensation Committee was an officer or employee of the company or any of its subsidiaries during 2016, and no member of this committee was formerly an officer of the company or any of its subsidiaries. In addition, during 2016, none of our executive officers served as a member of a compensation committee or board of directors of any other entity of which any member of our Board was an executive officer.

EXECUTIVE SESSIONS OF THE BOARD

The non-management members and independent members of our Board of Directors each meet in separate, regularly scheduled executive sessions during each regular in-person meeting of the Board held during the year. We intend to continue this practice of regularly scheduled separate meetings of each of the non-management members and independent members of our Board. Our corporate governance guidelines provide that our lead independent director, who is the chair of our Corporate Governance Committee, presides as the chair at executive session meetings of the independent members of our Board.

COMMUNICATIONS WITH DIRECTORS

Our Board believes that it is management s role to speak for our company. Directors refer all inquiries regarding our company from institutional investors, analysts, the news media, customers or suppliers to our Chief Executive Officer or his designee. Our Board also believes that any communications between members of the Board and interested parties, including shareholders, should be conducted with the knowledge of our Chief Executive Officer. Interested parties, including shareholders, may contact one or more members of our Board, including non-management directors and non-management directors as a group, by writing to the director or directors in care of our corporate secretary at our principal executive offices. A communication received from an interested party or shareholder will be forwarded promptly to the director or directors to whom the communication is addressed. A copy of the communication also will be provided to our Chief Executive Officer. We will not, however,

forward sales or marketing materials, materials that are abusive, threatening or otherwise inappropriate, or correspondence not clearly identified as interested party or shareholder correspondence.

COMPLAINT PROCEDURES

Our Board of Directors has adopted procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and complaints or concerns under our Code of Business Conduct and Ethics. These procedures allow for the confidential and anonymous submission by employees of concerns regarding accounting or auditing matters and matters arising under our Code of Business Conduct and Ethics. The full text of these procedures, known as our whistleblower policy, is published on and may be printed from our website at *www.oneok.com* and is also available from our corporate secretary upon request.

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Corporate Responsibility

ONEOK is engaged in the natural gas gathering and processing, natural gas liquids and natural gas pipelines businesses. As we have evolved from a traditional natural gas distributor into a major operator of midstream assets, we have maintained our focus on our stakeholders and our mission to operate in a safe, reliable and environmentally responsible manner. As we have grown our business and expanded our operational footprint over the last several years, we also have strengthened our commitment to improve our companywide environmental, safety and health (ESH) performance.

SAFETY AND HEALTH

The safety and health of our employees, customers and communities where we operate is at the forefront of each business decision we make. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is why we continue to focus on enhancing our process safety programs, such as near-miss reporting, risk assessment and others.

We have an ESH Leadership Committee which provides vision, leadership, direction and oversight for our ESH programs, processes and management systems. This committee consists of senior operations management from each business segment, as well as key ESH subject matter experts. The committee has a number of responsibilities including:

- promoting and advocating expectations for ESH excellence across our organization; and
- supporting broad communication of ESH policies, standards, goals and objectives and promoting consistent application throughout our company.

We are committed to pursuing a zero-incident safety culture by continuously working toward mitigating risk and eliminating incidents that may harm our employees, contractors, the public and the environment. To meet corporate and operating ESH expectations, all employees and contractors must demonstrate a commitment to the following:

- all employees have the responsibility and ability to control operating exposures that may cause an incident, even if it means stopping work;

- all levels of management and all employees must have personal involvement and commitment to ESH management and compliance;
- all employees have the responsibility to report, or elevate to the proper level in the organization, potential ESH compliance risks, incidents and near misses;
- protection of human health and safety and the environment is a priority, no matter how urgent the job, project or commercial interest; and
- all employees and contractors are responsible and accountable for understanding and complying with all laws, regulations, permits, requirements and procedures related to their roles and responsibilities, including those associated with ESH.

Contractor Safety

We expect and require our contractors to maintain the same high ESH performance standards we ask of our employees.

Because we use third-party contractors to assist in the construction, operation and maintenance of our facilities and assets, contractor management is an important element of our ESH management systems. As part of the management system, we have established contractor qualification, selection and retention criteria designed to attract the most qualified companies. Each company we contract with is responsible for providing personnel who are appropriately screened, trained, qualified and are able to perform specified duties related to all ESH policies and procedures. Once selected, contractors are monitored periodically to ensure they are in compliance with our ESH expectations.

Our large construction projects team continues to utilize our **S**afety **T**racking for **O**NEOK **M**ajor **P**rojects (STOMP) safety tool which is designed to capture and monitor our contractors ESH performance. STOMP assists us and contract employees in the prevention of injuries, equipment damage, environmental impact and facility downtime. Our STOMP tool has raised awareness among our contractors of the benefits and requirements of reporting incidents, implementing corrective actions and identifying events early, which prevents and reduces the consequences of incidents.

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Environmental Performance

We believe an effective contractor safety program enhances our projects by assisting contractors with systematically identifying and evaluating anticipated hazards and establishing controls in advance of actual work.

Asset Management

It is always our goal to ensure we operate our assets safely, reliably and environmentally responsibly.

Asset integrity is the ability of an asset to perform its required function effectively and efficiently while also protecting those that live and work near our facilities and the environment. We maintain mature programs that guide trained staff in the completion of these activities, and we continue to enhance and improve these programs and our internal capabilities.

While many of our assets are regulated by local, state and federal agencies, our activities are not limited to compliance. Asset integrity is critical in many ways, and our programs and people are dedicated to satisfying the expectations of each of our key stakeholders, including governmental regulatory agencies, the communities in which we operate, landowners, our customers, our employees and investors.

Facility Integrity. Our risk-based inspection program is a data-intensive engineering analysis using information from design, construction, operation and inspection processes to ensure fixed equipment is appropriately maintained, its current condition is known, and it is operated within safe limits.

Pipeline Integrity. Our pipeline integrity management program has been developed to meet or exceed state and federal regulatory requirements for pipeline safety and is further strengthened by participation in industry-level program improvement initiatives.

This program provides guidance for identification of high consequence areas and threats specific to individual pipeline segments. Appropriate inspection methods and threat prevention or mitigation activities are selected and scheduled based on a process of integrity-related integration and evaluation.

Underground Storage Integrity. Our underground storage safety management program guides our engineering and operations staff in the inspection, maintenance and remediation of storage assets.

Reservoirs, mined salt caverns and mined rock caverns are used to store natural gas, natural gas liquids and certain refined products within a regulatory and industry appropriate framework. This specialized, technical field depends heavily on industry best

practices, experienced practitioners and rigorous documentation and recordkeeping.

Short-Term Incentive Safety Metric

We established an internal safety performance metric in 2009 that became a part of the short-term incentive plan performance criteria for all employees. The Total Recordable Incident Rate (TRIR) is the number of Occupational Safety and Health Administration incidents per 200,000 work-hours. The inclusion of this important metric is designed to emphasize our commitment to the safe operation of our business and to reward safe behavior throughout our company. The 2016 target for TRIR represented a 10 percent improvement over the previous year s actual results.

Safety and Health Highlights and Awards

In 2016, ONEOK Partners Medford, Oklahoma natural gas liquids fractionation facility received Honorable Mention from the Environmental Federation of Oklahoma as part of its annual award ceremonies for the Frank Condon Award for Environmental Excellence.

ONEOK Partners Cheney natural gas processing plant and Antelope natural gas processing plant achieved 50 years and 35 years, respectively, without a lost time injury.

ONEOK Partners Garden Creek natural gas processing plant, Lignite natural gas processing plant and Sage Creek Gas natural gas processing plant each achieved five years without a lost time injury.

ONEOK Partners Viking Gas Transmission group received the Wisconsin Safety Council Corporate Safety Award.

ENVIRONMENTAL PERFORMANCE

We continue to focus on being environmentally responsible while operating our assets safely and reliably. We work hard to minimize the environmental impact of our services while continuously searching for new ways to meet stakeholder expectations for environmental stewardship. Our environmental compliance efforts include processes for managing environmental risks and requirements while also complying with regulatory reporting guidelines, including greenhouse gas (GHG) emissions. Operating our businesses to meet the environmental expectations of key stakeholders, including regulatory agencies, the communities in which we operate, landowners, customers, employees and investors, continues to be our goal in day-to-day operations.

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Greenhouse Gas Emissions

We are committed to understanding and managing our emissions and seek ways to improve energy efficiency in our operations. We monitor emissions, undertake projects to manage operating emissions and apply innovative technologies to improve our energy efficiency. GHG emissions at our facilities primarily result from a combination of natural gas compressor engines and process heaters, and methane and carbon dioxide escaping from operating equipment. The Environmental Protection Agency (EPA) sets threshold levels and requires GHG reporting for facilities that exceed 25,000 metric tons of carbon dioxide equivalents (CO_2e) emissions per year. CO_2e is a metric used to compare the emissions from various GHGs based on their global-warming potential. Based on those levels in 2016, we reported emissions from 27 of ONEOK Partners facilities totaling 49.9 million metric tons of CO_2e, of which 47.4 million metric tons of CO_2e were supplied to customers and 2.5 million metric tons of CO_2e were facility-direct emissions.

Facility-direct emissions are emissions that result from ONEOK Partners operating its midstream assets in order to provide services to our customers. Such operations include: natural gas combustion from running compressor engines and process heaters, plus methane and carbon dioxide that escapes from operating equipment and venting and other processes common to natural gas systems.

ONEOK Partners endeavors to reduce all emissions at its facilities that can result from natural gas combustion for certain components of its operations, equipment leaks and other processes common to natural gas systems.

In 2016, specific efforts by ONEOK Partners related to emissions reductions included:

- Construction of pipeline connections between its natural gas gathering systems and third-party producing oil and natural gas wells, particularly in the Williston Basin in North Dakota, where the natural gas might, in the interim, otherwise be flared (the controlled burning of natural gas at the wellhead) or vented into the atmosphere by producers. Significant drilling activity in recent years in the Williston Basin has caused natural gas production to exceed the capacity of existing natural gas gathering and processing infrastructure, which results in the flaring of natural gas by producers. ONEOK Partners significantly increased its natural gas gathering and processing infrastructure in late 2015 and 2016 through construction of additional processing plants, compression capacity and gathering pipelines. This increase in infrastructure has resulted in decreased flaring of natural gas in the Williston Basin from 35% in February 2014 to 9% in December 2016;

- Using vapor-recovery units and combusters to capture natural gas that otherwise would be vented;
- Installing compression-optimization tools on certain transmission pipelines, which has decreased emissions;

- Using hot taps instead of venting/flaring of pipeline segments when making connections;

Reducing pressures on compressors and pipelines prior to venting to conserve natural gas and reduce emissions when taking assets offline for maintenance or other reasons; and

Implementing rigorous and regular leak-inspection programs for all of its natural gas pipelines and processing plants.

Short-Term Incentive Environmental Metric

We established an internal environmental performance metric in 2014 that became a part of the short-term incentive plan performance criteria for all ONEOK employees. The Agency Reportable Environmental Event Rate (AREER) promotes a continued reduction in spills and emission events that are reportable to a state or federal agency. The 2016 target for AREER represented a 15% improvement over the previous year s actual results.

COMMUNITY INVESTMENTS

We invest in the communities where we operate and our employees work and live with the mission to enhance the quality of life and economic well-being of our employees, customers and the general public.

Our community investments department strategically collaborates with all areas of the company to better understand our business needs and prioritize investments. Specific efforts are focused on our ability to attract and retain employees and make investments where the company currently is growing.

Impacting our communities is accomplished through numerous programs, including financial contributions and volunteer efforts. The programs are established to be proactive and to target investments that align with our company s values and needs, such as grants to schools and emergency responders.

The ONEOK Foundation enables a consistent level of giving through grants and pledges to non-profit organizations, and ONEOK provides corporate contributions, generally in the form of sponsorships, in support of charitable organizations and events.

We encourage employees to volunteer for company-sponsored projects or serve personal time on charitable or civic boards and organizations. Our Employee Matching Grant program and volunteer service grants further support those efforts.

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Political Advocacy and Oversight

2016 Community Investments Updates and Highlights

In 2016, the ONEOK Foundation, Inc. contributed approximately $3.3 million and ONEOK made corporate contributions of approximately $2.5 million to support local nonprofit organizations. In 2016, our employees volunteered more than 10,250 hours in our communities, with a value of approximately $241,514 (based on the current estimated volunteer-hour value of $23.56).

POLITICAL ADVOCACY AND OVERSIGHT

As a company, we do not contribute corporate funds to political candidates, political parties, political action committees or so-called 501(c)(4) social welfare organizations. We do, however, actively participate in the political process through the lobbying efforts of our government relations department, involvement in multiple business and industry trade organizations, and through the ONEOK, Inc. Employee Political Action Committee (ONEOK PAC).

Political contributions to federal, state and local candidates are made by the ONEOK PAC which is funded by voluntary contributions from eligible company employees. The ONEOK PAC s activities are guided by a steering committee comprised of senior management and a contribution committee comprised of ONEOK PAC members and are subject to comprehensive regulation, including detailed disclosure requirements. ONEOK PAC contributions are reported to the Federal Election Commission and applicable state regulatory authorities.

During 2016, the ONEOK PAC made contributions to state and federal candidates for office in the amount of $119,640. We also paid $386,000 to state and federal contract lobbyists.

Our government relations team works with state and federal legislators to ensure ONEOK s inclusion in key legislative issues that affect the company s and ONEOK Partners ability to operate. In 2016, we monitored legislation on a variety of issues that could impact our and ONEOK Partners businesses, including natural gas flaring, increased seismicity, local control, infrastructure and operation security and disaster-response efficiency, state and federal tax issues and reclamation and restoration of pipeline rights of way.

We belong to a number of industry associations that participate in the political process. Industry associations promote collaboration between companies within an industry concerning public policy initiatives and represent industry interests in the legislative and regulatory arenas. Our primary purpose in becoming a member of these industry associations is not for political purposes, as we may not agree with all positions taken by industry associations on issues. The benefits that we receive from industry associations are primarily expertise and the ability to gain insight on industry related matters. In 2016, we paid dues of approximately $809,000 to 42 trade and industry associations, of which approximately 40% percent was allocated by those associations to lobby expenses and political expenditures.

Our lobbying and political activities are reviewed annually by the Board of Directors. We believe this oversight process ensures accountability and transparency for our lobbying and political activities.

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Proposal 1 - Election of Directors

RECENT BOARD REFRESHMENT

Our Board recognizes the importance of Board refreshment to help ensure an appropriate balance of experience, expertise and perspective on our Board. Pursuant to our By-laws and corporate governance guidelines, two of our board members retired from our Board in 2015 and a third director retired from the Board immediately prior to our annual meeting of shareholders on May 25, 2016.

In anticipation of these retirements, and based on the recommendation of our Corporate Governance Committee, our Board elected three new directors: Kevin S. McCarthy, Randall J. Larson and Brian L. Derksen. These board members added to the Board s experience, expertise and knowledge in a number of areas, including natural gas and natural gas liquids gathering, processing, fractionation transportation and storage operations and accounting and finance in the midstream sector of the energy industry.

Your Board of Directors believes that its current membership reflects a balanced Board with deep experience and diverse expertise.

The average age of our 11 current board members is 62.4 years and the average tenure of a board member is 8.9 years.

ANNUAL ELECTION BY MAJORITY VOTE

Our certificate of incorporation provides for the annual election of directors. Our Board of Directors currently consists of 11 members, each of whose terms will expire at the 2017 annual meeting.

As more fully described above in Outstanding Stock and Voting - Votes Required - Proposal 1 - Election of Directors , our By-laws provide for majority voting for directors in uncontested elections and our corporate governance guidelines require that a nominee for director who does not receive the requisite majority vote in an

uncontested election must promptly tender his or her resignation to our Board of Directors for its consideration.

The persons named in the accompanying proxy card intend to vote such proxy in favor of the election of each of the nominees named below, who are all currently directors, unless the proxy provides for a vote against the director. Although the Board has no reason to believe that the nominees will be unable to serve as directors, if a nominee withdraws or otherwise becomes unavailable to serve, the persons named as proxies will vote for any substitute nominee designated by the Board, unless contrary instructions are given on the proxy. Except for these nominees, no other person has been recommended to our Board as a potential nominee or otherwise nominated for election as a director.

BOARD QUALIFICATIONS

Our corporate governance guidelines provide that our Corporate Governance Committee will evaluate the qualifications of each director candidate and assess the appropriate mix of skills and characteristics required of board members in the context of the perceived needs of the Board at a given point in time. Each director also is expected to:

- exhibit high standards of integrity, commitment and independence of thought and judgment;
- use his or her skills and experiences to provide independent oversight to the business of our company;
- be willing to devote sufficient time to carrying out his or her duties and responsibilities effectively;
- devote the time and effort necessary to learn the business of the company and the Board;
- represent the long-term interests of all shareholders; and
- participate in a constructive and collegial manner.

Director Diversity and Core Competencies

Our governance guidelines provide that, in nominating candidates, the Board will endeavor to establish director diversity in personal background, race, gender, age and nationality, and to maintain a mix that includes, but is not limited to, the following areas of core competency: accounting and finance; investment banking; business judgment; management; energy industry knowledge; operations; leadership; strategic vision; law; and corporate relations.

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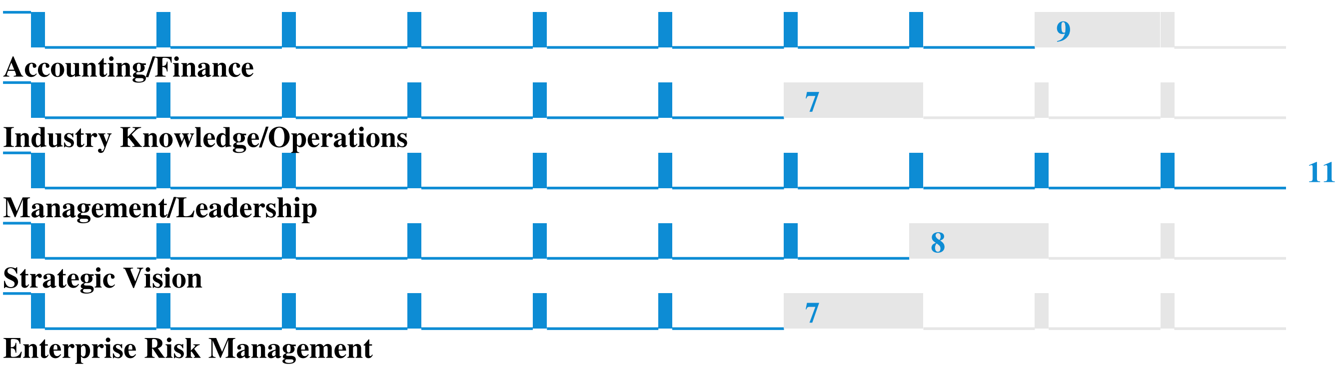
Board Qualifications

The table below highlights certain key qualifications and experience of our current Board.

Board of Directors Qualifications and Experience



Your Board of Directors believes that each member of our Board possesses the necessary integrity, skills and qualifications to serve on our Board and that their individual and collective skills and qualifications provide them with the ability to engage management and each other in a constructive and collaborative fashion and, when necessary and appropriate, challenge management in the execution of our business operations and strategy.

Set forth on the following pages is certain information with respect to each nominee for election as a director, each of whom is a current director. Your Board unanimously recommends a vote FOR each nominee.

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DIRECTOR NOMINEES

Brian L. Derksen

Age **65**

Director since **2015**

Independent

Committees:

Audit

Corporate Governance

Mr. Derksen served as Global Deputy Chief Executive Officer of Deloitte Touche Tohmatsu Limited (DTTL) from 2011 until 2014, and as Deputy Chief Executive Officer of Deloitte LLP (Deloitte U.S.) from 2003 to 2011. Prior to that, he was the Managing Partner of, respectively, the financial advisory business and the Mid-America region of Deloitte U.S. In fulfilling his roles for DTTL and Deloitte U.S., Mr. Derksen acted in his capacity as a partner in Deloitte U.S. Mr. Derksen retired as a partner of Deloitte U.S. on May 31, 2014. Mr. Derksen is a Certified Public Accountant. During the period from November 2014 through May 2015, Mr. Derksen was engaged to serve as an independent consultant in the information technology sector. Mr. Derksen earned a Bachelor of Science degree from the University of Saskatchewan (Canada) and a Master of Business Administration degree from Duke University s Fuqua School of Business.

Skills and Qualifications:

Mr. Derksen has extensive experience and expertise in accounting, auditing, financial reporting, taxation and management consulting. Mr. Derksen s extensive senior executive experience also provides him with particular expertise in leadership, strategic vision and corporate governance matters. In light of Mr. Derksen s accounting, audit and financial experience, along with his strong track record of leadership, our Board of Directors has concluded that Mr. Derksen should continue as a member of our Board.

Julie H. Edwards

Age **58**

Director since **2007**

Independent

Committees:

Audit (Chair)

Executive

Ms. Edwards retired in 2007 from Southern Union Company where she served as Senior Vice President-Corporate Development from November 2006 to January 2007 and as Senior Vice President and Chief Financial Officer from July 2005 to November 2006. Prior to June 2005, she was an executive officer of Frontier Oil Corporation, having served as Chief Financial Officer from 1994 to 2005 and as Treasurer from 1991 to 1994. Prior to joining Frontier Oil Corporation in 1991, Ms. Edwards was an investment banker with Smith Barney, Harris, Upham & Co., Inc. in New York and Houston, after joining the company as an associate in 1985, when she graduated from the Wharton School of the University of Pennsylvania with an M.B.A. Prior to attending Wharton, she worked as an exploration geologist in the oil industry, having earned a B.S. in Geology and Geophysics from Yale University in 1980.

Ms. Edwards previously served on our Board of Directors in 2004 and 2005. She is also a member of the Board of Directors of ONEOK Partners GP, L.L.C., the sole general partner of ONEOK Partners, L.P., and is a member of the Board of Directors of Noble Corporation, a U.K.-based offshore drilling contractor. She was a member of the Board of Directors of NATCO Group, Inc., an oil field services and equipment manufacturing company, from 2004 until its sale to Cameron International Corporation in November 2009.

Skills and Qualifications:

In addition to her experience from service on the boards of directors of several public companies, Ms. Edwards brings to our Board broad experience and understanding of various segments within the energy industry (exploration and production, refining and marketing, natural gas transmission, processing and distribution, production technology and contract drilling), and significant senior accounting, finance, capital markets, corporate development and management experience and expertise. Ms. Edwards currently serves as chair of our Audit Committee. In light of Ms. Edwards extensive industry, executive, managerial and financial experience and knowledge, our Board of Directors has concluded that Ms. Edwards should continue as a member of our Board.

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Director Nominees

John W. Gibson

Age **64**

Director since **2006**

Non Independent

Committees:

Executive (Chair)

Mr. Gibson is the non-executive Chairman of the Board of ONEOK, Inc. and ONEOK Partners GP, L.L.C., the general partner of ONEOK Partners, L.P. He served as our Chief Executive Officer from January 1, 2007, to January 31, 2014. He was appointed Chairman of the Board of ONEOK Partners GP, L.L.C. in 2007 and of ONEOK, Inc. in May 2011, and served as our President from 2010 through 2011. He also served as Chief Executive Officer of ONEOK Partners GP, L.L.C. from 2007 until January 31, 2014, and served as President from 2010 through 2011. From 2005 until May 2006, he was President of ONEOK Energy Companies, which included our natural gas gathering and processing, natural gas liquids, pipelines and storage and energy services business segments. Prior to that, he was our President, Energy, from May 2000 to 2005. Mr. Gibson joined ONEOK in May 2000 from Koch Energy, Inc., a subsidiary of Koch Industries, where he was an Executive Vice President. His career in the energy industry began in 1974 as a refinery engineer with Exxon USA. He spent 18 years with Phillips Petroleum Company in a variety of domestic and international positions in its natural gas, natural gas liquids and exploration and production businesses. He holds an engineering degree from Missouri University of Science and Technology, formerly known as the University of Missouri at Rolla. Mr. Gibson also serves as the non-executive Chairman of the Board of ONE Gas, Inc. and as a member of the Boards of Directors of BOK Financial Corporation and Matrix Service Company. He is also a member of the Board of Trustees of Missouri University of Science and Technology.

Skills and Qualifications:

Mr. Gibson has served in a variety of roles of continually increasing responsibility at ONEOK since 2000, ONEOK Partners GP, L.L.C. since 2004 and, prior to 2000, at Koch Energy, Inc., Exxon USA and Phillips Petroleum. In these roles, Mr. Gibson had direct responsibility for and extensive experience in strategic and financial planning, acquisitions and divestitures, operations, management supervision and development, and compliance. As the executive responsible for numerous merger and acquisition transactions over the course of his career, Mr. Gibson has significant experience in assessing acquisition opportunities and in structuring, financing and completing merger and acquisition transactions. Over the course of his lengthy career in a variety of sectors of the oil and gas industry, Mr. Gibson has gained extensive management and operational experience and has demonstrated a strong track record of leadership, strategic vision and risk management. In light of Mr. Gibson s role as the former Chief Executive Officer of our company and his extensive industry and managerial experience and knowledge, our Board of Directors has concluded that Mr. Gibson should continue as a member of our Board.

Randall J. Larson

Age **59**

Director since **2015**

Independent

Committees:

Audit

Corporate Governance

Mr. Larson previously served as Chief Executive Officer of the general partner of TransMontaigne Partners L.P. from September 2006 until his retirement in August 2009, as its Chief Financial Officer from January 2003 until September 2006, and as its Controller from May 2002 to January 2003. From July 1994 to May 2002, Mr. Larson was a partner with KPMG LLP in its Silicon Valley and National (New York City) offices. From July 1992 to July 1994, Mr. Larson served as a Professional Accounting Fellow in the Office of Chief Accountant of the United States Securities and Exchange Commission. Mr. Larson earned a Bachelor of Business Administration degree from the University of Wisconsin Eau Claire and a Master of Business Administration degree from the University of Wisconsin Madison. Mr. Larson also serves on the board of directors of Valero Energy Partners GP LLC where he serves as chair of the Audit Committee and as a member of the Conflicts Committee. Mr. Larson formerly served as a director of the general partner of MarkWest Energy Partners, L.P. prior to its merger with MPLX LP where he was chair of the Audit Committee and a member of the Compensation Committee. From August 2011 through February 2014, Mr. Larson served as a director of the general partner of Oiltanking Partners, L.P. where he was chair of the Audit Committee and a member of the Conflicts Committee.

Skills and Qualifications:

In addition to Mr. Larson s chief executive officer and senior executive leadership experience, as well as his experience from service on other boards of directors, Mr. Larson brings to our Board broad experience and understanding of the energy industry and significant senior public accounting, finance, capital markets and corporate development experience and expertise. In light of Mr. Larson s extensive executive, managerial, industry and financial experience and knowledge, our Board of Directors has concluded that Mr. Larson should continue as a member of our Board.

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Director Nominees

Steven J. Malcolm

Age **68**

Director since **2012**

Independent

Committees:

Executive Compensation (Chair)

Executive

Mr. Malcolm served as President of The Williams Companies, Inc. (Williams) from September 2001 until January 2011, Chief Executive Officer of Williams from January 2002 to January 2011, and Chairman of the Board of Directors of Williams from May 2002 to January 2011. Mr. Malcolm served as Chairman of the Board and Chief Executive Officer of Williams Partners GP LLC, the general partner of Williams Partners L.P., from 2005 to January 2011.

Mr. Malcolm began his career at Cities Service Company in refining, marketing, and transportation services in 1970. Mr. Malcolm joined Williams in 1984 and performed roles of increasing responsibility related to business development, gas management and supply, and gathering and processing. Mr. Malcolm was Senior Vice President and General Manager of Williams Field Services Company, a subsidiary of Williams, from 1994 to 1998. He was President and Chief Executive Officer of Williams Energy Services, LLC, a subsidiary of Williams, from 1998 to 2001. He was Executive Vice President of Williams from May 2001 to September 2001 and Chief Operating Officer of Williams from September 2001 to January 2002. Mr. Malcolm was also a director of Williams Partners GP LLC, and Williams Pipeline GP LLC, the general partner of Williams Pipeline Partners L.P.

Skills and Qualifications:

Mr. Malcolm currently serves as a director of BOK Financial Corporation. He is also a member of the Board of Directors of ONEOK Partners GP, L.L.C. Mr. Malcolm also serves on the boards of the YMCA of Greater Tulsa, the YMCA of the USA, the Oklahoma Center for Community and Justice, the University of Tulsa Board of Trustees and the Missouri University of Science and Technology Board of Trustees. In light of Mr. Malcolm s extensive industry, financial, corporate governance, public policy and government, operating and compensation experience, and strong track record of leadership and strategic vision, the Board of Directors has concluded that Mr. Malcolm should continue as a member of our Board.

Kevin S. McCarthy

Age **57**

Director since **2015**

Independent

Committees:

Executive Compensation

Corporate Governance

Mr. McCarthy is a Co-Founder and Managing Partner for Kayne Anderson Fund Advisors (Kayne Anderson). Mr. McCarthy is responsible for master limited partnership private equity investments and serves as Chairman, Chief Executive Officer and President of four publicly traded closed-end investment funds for which Kayne Anderson serves as the investment manager. Prior to joining Kayne Anderson in 2004, Mr. McCarthy was global head of energy investment banking at UBS Securities LLC (UBS). In this role, he had senior responsibility for all of UBS energy investment banking activities, including direct responsibilities for securities underwriting and mergers and acquisitions in the MLP industry. From 1995 to 2000, Mr. McCarthy led the energy investment banking activities of Dean Witter Reynolds and then PaineWebber Incorporated. He began his investment banking career in 1984. He earned a Bachelor of Arts in Economics and Geology degree from Amherst College and Master of Business Administration in Finance degree from the University of Pennsylvania s Wharton School. Mr. McCarthy also serves on the board of directors of Range Resources Corporation.

Skills and Qualifications:

Mr. McCarthy brings to our Board significant experience and expertise in financial, capital markets and corporate finance matters, with particular expertise in the energy industry. In light of Mr. McCarthy s extensive financial background, our Board of Directors has concluded that Mr. McCarthy should continue as a member of our Board.

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Director Nominees

Jim W. Mogg

Age **68**

Director since **2007**

Independent

Committees:

Corporate Governance (Chair)

Executive

Mr. Mogg served as Chairman of the Board of DCP Midstream GP, LLC, the general partner of DCP Midstream Partners, L.P., from August 2005 to April 2007. In addition to presiding over board meetings and providing strategic oversight, he was involved in launching DCP Midstream Partners as a public company. From January 2004 to September 2006, Mr. Mogg served as Group Vice President, Chief Development Officer and advisor to the Chairman of Duke Energy Corporation, and, in that capacity, was responsible for the merger and acquisition, strategic planning and human resources activities of Duke Energy. Additionally, Duke Energy affiliates, Crescent Resources and TEPPCO Partners, LP, reported to Mr. Mogg, and he was the executive sponsor of Duke Energy s Finance and Risk Management Committee of the Board of Directors. Mr. Mogg served as President and Chief Executive Officer of DCP Midstream, LLC from December 1994 to March 2000, and as Chairman, President and Chief Executive Officer from April 2000 through December 2003. Under Mr. Mogg s leadership, DCP Midstream became the nation s largest producer of natural gas liquids and one of the largest gatherers and processors of natural gas. DCP Midstream achieved this significant growth via acquisitions, construction and optimization of assets. DCP Midstream was the general partner of TEPPCO Partners, LP and, as a result, Mr. Mogg was Vice Chairman of TEPPCO Partners from April 2000 to May 2002 and Chairman from May 2002 to February 2005. Mr. Mogg serves on the Board of Directors of Bill Barrett Corporation, where he is currently the non-executive Chairman of the Board, and Matrix Service Company. He is also a member of the Board of Directors of ONEOK Partners GP, L.L.C., the sole general partner of ONEOK Partners, L.P.

Skills and Qualifications:

Mr. Mogg has extensive senior management experience in a variety of sectors in the oil and natural gas industry as a result of his service at DCP Midstream and Duke Energy where he demonstrated a strong track record of achievement and sound judgment. As the executive responsible for numerous merger and acquisition transactions at DCP Midstream, TEPPCO Partners, and Duke Energy, he has significant experience in assessing acquisition opportunities and in structuring, financing and completing merger and acquisition transactions. In addition, Mr. Mogg s current and previous directorships at other companies, including publicly traded master limited partnerships, provide him with extensive corporate and limited partnership governance experience. As a result of his experience, Mr. Mogg is qualified to analyze the various financial and operational aspects of our company. In light of Mr. Mogg s extensive industry and executive managerial experience and knowledge, the Board of Directors has concluded that Mr. Mogg should continue as a member of our Board.

Pattye L. Moore

Age **58**

Director since **2002**

Independent

Committees:

Executive Compensation (Vice Chair) Corporate Governance

Ms. Moore currently serves as the non-executive Chairman of the Board of Red Robin Gourmet Burgers (NASDAQ: RRGB) and is a director of ONE Gas, Inc. In addition, Ms. Moore is a business strategy consultant, speaker and the author of Confessions from the Corner Office, a book on leadership instincts, published by Wiley & Sons in 2007. She also serves on the Board of Directors of QuikTrip Corporation.

Ms. Moore served on the Board of Directors of Sonic Corp. from 2000 through January 2006 and was the President of Sonic from January 2002 to November 2004. She held numerous senior management positions during her 12 years at Sonic, including Executive Vice President, Senior Vice President-Marketing and Brand Development and Vice President-Marketing.

Skills and Qualifications:

Ms. Moore has extensive senior management, marketing, business strategy, brand development and corporate governance experience as a result of her service at Red Robin and Sonic, her service on other boards and her consulting career. In her role as President of Sonic Corp., Ms. Moore was responsible for company and franchise operations, purchasing and distribution, and marketing and brand development for the 3,000 unit chain with more than $3 billion in system wide sales. As a business strategy consultant and as a board member, Ms. Moore has extensive experience in leadership, management development and strategic planning. In addition, Ms. Moore s directorships at other companies provide her with extensive corporate governance and executive compensation experience. Ms. Moore also has extensive experience as a member of the board of directors of numerous non-profit organizations, including serving as Chairman of the Board of the National Arthritis Foundation. Ms. Moore has been named an NACD Board Leadership Fellow by the National Association of Corporate Directors. In light of Ms. Moore s extensive executive managerial experience and her leadership skills, our Board of Directors has concluded that Ms. Moore should continue as a member of our Board.

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Director Nominees

Gary D. Parker

Age **71**

Director since **1991**

Independent

Committees:

Audit (Vice Chair)

Corporate Governance

Mr. Parker, a certified public accountant, is the senior shareholder of Moffitt, Parker & Company, Inc. and has been President of the firm since 1982. He is a director of Firstar Financial Corp. and Firstar Bank, N.A. in Muskogee, Oklahoma. In addition, he currently serves as a director/trustee of several state and local civic and not-for-profit organizations.

Skills and Qualifications:

Mr. Parker has extensive public accounting practice experience and expertise in accounting, auditing, financial reporting, taxation and management consulting. Mr. Parker s operational and entrepreneurial experience, background in public accounting and his directorships at other companies provide him with comprehensive financial, audit and executive compensation experience. Mr. Parker s directorships at other companies also provide him with extensive corporate governance experience. In light of Mr. Parker s extensive accounting, finance and audit experience, our Board of Directors has concluded that Mr. Parker should continue as a member of our Board.

Eduardo A. Rodriguez

Age **61**

Director since **2004**

Independent

Committees:

Executive Compensation

Corporate Governance (Vice Chair)

Mr. Rodriguez is President of Strategic Communications Consulting Group and is a director of ONE Gas, Inc. Mr. Rodriguez previously served as Executive Vice President of Hunt Building Corporation, a privately held company engaged in construction and real estate development headquartered in El Paso, Texas. He also served as a member of the Board of Directors of Hunt Building Corporation. Prior to his three years with Hunt Building Corporation, Mr. Rodriguez spent 20 years in the electric utility industry at El Paso Electric Company, a publicly traded, investor-owned utility, where he served in various senior-level executive positions, including General Counsel, Senior Vice President for Customer and Corporate Services, Executive Vice President and as Chief Operating Officer. Mr. Rodriguez is a licensed attorney in the states of Texas and New Mexico and is admitted to the United States District Court for the Western District of Texas.

Skills and Qualifications:

Mr. Rodriguez has had extensive senior management, operational, entrepreneurial and legal experience in a variety of industries as a result of his service at Strategic Communications Consulting Group, Hunt Building Corporation and El Paso Electric Company. Mr. Rodriguez has engaged in the practice of law for more than 30 years. In addition to his extensive legal experience, Mr. Rodriguez s senior management positions have included responsibility for strategic planning, corporate governance and regulatory compliance. In these positions, he has demonstrated a strong track record of achievement and sound judgment. Mr. Rodriguez has also shown leadership and has been effective in his role as a past chair of our Audit Committee. In light of Mr. Rodriguez s extensive legal and business experience and knowledge, our Board of Directors has concluded that Mr. Rodriguez should continue as a member of our Board.

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Director Nominees

Terry K. Spencer

Age **57**

Director since **2014**

Non Independent

(Chief Executive Officer)

Committees:

Executive

Mr. Spencer became our Chief Executive Officer and the Chief Executive Officer of ONEOK Partners GP, L.L.C., the sole general partner of ONEOK Partners, L.P., and a member of our Board of Directors, effective January 31, 2014. Mr. Spencer is also our President and President of ONEOK Partners GP, L.L.C. He is also a member of the Board of Directors of ONEOK Partners GP, L.L.C. Mr. Spencer joined our company in 2001 as director, project development, of natural gas gathering and processing. Later, he served as Vice President of natural gas supply and project development in the natural gas gathering and processing segment. In 2005, Mr. Spencer became Senior Vice President of our natural gas liquids business following the asset acquisition from Koch. He became President of natural gas liquids in 2006. From 2007 to 2009, he was Executive Vice President of our company, with responsibilities for ONEOK Partners, L.P. s natural gas liquids gathering and fractionation, and pipeline segments, as well as the Company s energy services segment. He served as Chief Operating Officer of ONEOK Partners GP, L.L.C. and was responsible for the partnership s three operating segments natural gas gathering and processing, natural gas liquids and natural gas pipelines. Mr. Spencer is a member of the Gas Processors Association Board of Directors and its executive and finance committee. He earned a Bachelor of Science degree in petroleum engineering in 1981 from the University of Alabama in Tuscaloosa.

Skills and Qualifications:

Mr. Spencer has served in a variety of roles of continually increasing responsibility at ONEOK since 2001 and ONEOK Partners GP, L.L.C. since 2004. In these roles, Mr. Spencer has had direct responsibility for and extensive experience in strategic and financial planning, acquisitions and divestitures, operations, management supervision and development, and compliance. Mr. Spencer has significant experience in assessing acquisition opportunities and in structuring, financing and completing merger and acquisition transactions. In addition, during the course of his lengthy career in a variety of sectors of the oil and gas industry, Mr. Spencer has gained extensive management and operational experience and has demonstrated a strong track record of leadership, strategic vision and risk management. In light of Mr. Spencer s role as Chief Executive Officer of our company and his extensive industry and managerial experience and knowledge, our Board of Directors has concluded that Mr. Spencer should continue as a member of our Board.

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Proposal 2 - Ratify the Selection of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2017

RATIFICATION OF SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017

The Audit Committee has the sole authority and responsibility to hire, evaluate and, where appropriate, replace the company s independent auditor and, in its capacity as a committee of our Board of Directors, is directly responsible for the appointment, compensation and general oversight of the work of the independent auditor. The Audit Committee is responsible for approving the audit and permissible non-audit services provided by the independent auditor and the associated fees.

The Audit Committee evaluates the performance of our independent auditor, including the senior audit engagement team, each year and determines whether to re-engage the current independent auditor or consider other audit firms. In doing so, the Audit Committee considers the quality and efficiency of the services provided by the auditors, the auditors capabilities, the auditors technical expertise and knowledge of our operations and industry and the impact to the company in changing auditors. In connection with the mandated rotation of the independent auditor s lead engagement partner, the Audit Committee and its chairperson are directly involved in the selection of the new lead engagement partner.

Based on this evaluation, the Audit Committee has appointed PricewaterhouseCoopers LLP to serve as our independent auditor for the fiscal year ending December 31, 2017. PricewaterhouseCoopers LLP has served as our independent auditor for ten years and is considered by management to be well qualified. Further, the Audit Committee and the Board of Directors believe that the continued retention of PricewaterhouseCoopers LLP to serve as our independent auditor is in the best interests of the company and its shareholders.

Our Board of Directors has ratified the selection by our Audit Committee of PricewaterhouseCoopers LLP to serve as our independent (consistent with Securities and Exchange Commission and NYSE policies regarding independence) registered public

accounting firm for 2017. As a matter of good corporate governance, the Audit Committee submits its selection of our independent auditor to our shareholders for ratification. If the shareholders should not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee will reconsider the appointment.

In carrying out its duties in connection with the 2016 audit, PricewaterhouseCoopers LLP had unrestricted access to our Audit Committee to discuss audit findings and other financial matters. Representatives of PricewaterhouseCoopers LLP will be present at the annual meeting to answer questions. They also will have the opportunity to make a statement if they desire to do so.

Approval of this proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm requires the affirmative vote of a majority of the voting power of the shareholders present in person or by proxy and entitled to vote on this proposal at the meeting. Abstentions will have the effect of a vote against the proposal.

Your Board unanimously recommends a vote FOR the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017.

AUDIT AND NON-AUDIT FEES

Audit services provided by PricewaterhouseCoopers LLP during the 2016 and 2015 fiscal years included an integrated audit of our consolidated financial statements and internal control over financial reporting, review of our unaudited quarterly financial statements, consents and review of documents filed with the Securities and Exchange Commission, and performance of certain agreed-upon procedures.

2017 Report of the Audit Committee

The following table presents fees billed for services rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2016 and 2015.

	(Thousands of Dollars) 2016	2015
Audit fees[1]	$ 376	$ 450
Audit related fees	$	$
Tax fees	$ 32	$
All other fees	$ 8	$ 8
Total	$ 416	$ 458

1 PricewaterhouseCoopers LLP is also the independent auditor for ONEOK Partners. The fees reflected in the table do not include fees billed by PricewaterhouseCoopers LLP to ONEOK Partners for services rendered during the years presented.

AUDIT COMMITTEE POLICY ON SERVICES PROVIDED BY THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Consistent with Securities and Exchange Commission and NYSE policies regarding auditor independence, the Audit Committee has the responsibility for appointing, setting compensation and overseeing the work of our independent auditor. In furtherance of this responsibility, the Audit Committee has established a policy with respect to the pre-approval of audit and permissible non-audit services provided by our independent auditor. All of the 2016 and 2015 audit and non-audit services provided by PricewaterhouseCoopers LLP were approved by the Audit Committee.

Prior to engagement of PricewaterhouseCoopers LLP as our independent auditor for the 2017 audit, a plan was submitted to and approved by the Audit Committee setting forth the audit services expected to be rendered during 2017, which are comprised of work performed in the audit of our financial statements and to attest and report on our internal controls over financial reporting, as well as work that only the independent auditor can reasonably be expected to provide, including quarterly review of our unaudited financial statements, comfort letters, statutory audits, attest services, consents and assistance with the review of documents filed with the Securities and Exchange Commission.

The Audit Committee has adopted a policy that provides that fees for audit, audit related and tax services that are not included in the independent auditor s annual services plan, and for services for which fees are not determinable on an annual basis, are pre-approved if the fees for such services will not exceed $75,000. In addition, the policy provides that the Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

2017 REPORT OF THE AUDIT COMMITTEE

The purpose of the Audit Committee is to assist the Board of Directors with the oversight of the integrity of the company s financial statements and internal control over financial reporting, the company s compliance with legal and regulatory requirements, the independence, qualifications and performance of the company s independent registered public accounting firm and the performance of the company s internal audit function. The Audit Committee s function is more fully described in its charter, which the Board reviews and approves on an annual basis. The charter is on and may be printed from the company s website at *www.oneok.com* and is also available from the company s corporate secretary upon request. The Board of Directors annually reviews the definition of independence for audit committee members contained in the listing standards for the NYSE and applicable rules of the Securities and Exchange Commission, as well as our director independence guidelines, and has determined that each member of the Audit Committee is independent under those standards.

Management is responsible for the preparation, presentation and integrity of the company s financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The company s independent registered public accounting firm, PricewaterhouseCoopers LLP, is responsible for performing an independent audit of the company s consolidated financial statements and the company s internal control over financial reporting and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles and on the effectiveness of the company s internal control over financial reporting.

In this context, the Audit Committee has met and held discussions with management and the company s independent registered public accounting firm, PricewaterhouseCoopers LLP, regarding the fair and complete presentation of the company s financial results and management s report on its assessment of the company s internal control over financial reporting. The Audit Committee has discussed the significant accounting policies applied by the company in its financial statements, as well as alternative treatments. Management has represented to the Audit Committee that the company s consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent auditor.

The Audit Committee has also reviewed and discussed with both management and the independent registered public accounting firm management s assessment of the company s internal control over financial reporting. In addition, the Audit Committee has discussed the independent auditor s report on the company s internal control over financial reporting. The Audit Committee has also discussed with the company s independent auditor the matters required to be discussed by Public Company Accounting Oversight Board (United States) Auditing Standard No. 1301, Communications with Audit Committees, and Rule 2-07 of the Securities and Exchange Commission s Regulation S-X (Communication with Audit Committees).

In addition, the Audit Committee has discussed with the independent registered public accounting firm the firm s independence from the company and its management, including the matters in the written disclosures and the letter received from PricewaterhouseCoopers LLP as required by the applicable requirements of the Public Company Accounting Oversight Board (United States) regarding the independent accountant s communications with the Audit Committee concerning independence. While non-audit services provided by PricewaterhouseCoopers LLP were not significant in 2015 or 2016, and, thus, did not impact the Audit Committee s determination of PricewaterhouseCoopers LLP s independence, the Audit Committee will also consider in the future whether the provision of non-audit services to the company by PricewaterhouseCoopers LLP is compatible with maintaining that firm s independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from the company and its management.

The Audit Committee discussed with the company s internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with both the internal and independent auditors, with and without management present, to discuss the results of their examinations, the assessments of the company s internal control over financial reporting and the overall quality of the company s financial reporting. Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, the inclusion of the audited financial statements of the company as of and for the year ended December 31, 2016, in the company s Annual Report on Form 10-K for the year ended December 31, 2016, for filing with the Securities and Exchange Commission.

Respectfully submitted by the members of the Audit Committee of the Board of Directors:

Julie H. Edwards, *Chair*

Gary D. Parker, *Vice Chair*

Brian L. Derksen, *Member*

Randall J. Larson, *Member*

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Stock Ownership

HOLDINGS OF MAJOR SHAREHOLDERS

The following table sets forth the beneficial owners of 5 percent or more of our common stock known to us at December 31, 2016.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	22,319,489[1]	10.6%[1]
Common Stock	BlackRock, Inc. 55 East 52nd Street New York, NY 10022	22,921,786[2]	10.9%[2]
Common Stock	State Street Corporation State Street Financial Ctr. One Lincoln Street Boston, MA 02111	10,682,478[3]	5.07%[3]

1 Based upon an amendment to Schedule 13G filed with the Securities and Exchange Commission on February 10, 2017, in which The Vanguard Group, Inc. reported that, as of December 31, 2016, The Vanguard Group, Inc. directly and through its wholly-owned subsidiaries, Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., beneficially owned in the aggregate 22,319,489 shares of our common stock. Of such shares, The Vanguard Group, Inc. reported it had sole dispositive power with respect to 21,958,077 shares, shared dispositive power with respect to 361,412 shares, sole voting power with respect to 347,075 shares, and shared voting power with respect to 36,654 shares.

2 Based upon an amendment to Schedule 13G filed with the Securities and Exchange Commission on January 17, 2017, in which BlackRock, Inc. reported that, as of December 31, 2016, BlackRock, Inc. through certain of its subsidiaries, beneficially owned in the aggregate 22,921,786 shares of our common stock with respect to which BlackRock, Inc. had sole voting power with respect to 21,077,404 shares, and sole dispositive power with respect to 22,921,786 shares.

3 Based upon a Schedule 13G filed with the Securities and Exchange Commission on February 8, 2017, in which State Street Corporation reported that, as of December 31, 2016, State Street Corporation, through certain of its direct or indirect subsidiaries, beneficially owned in the aggregate 10,682,478 shares of our common stock and with respect to all of such shares State Street Corporation had shared dispositive and shared voting power.

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HOLDINGS OF OFFICERS AND DIRECTORS

The following table sets forth the number of shares of our common stock and the number of common units of our affiliate, ONEOK Partners, beneficially owned as of March 1, 2017, by (1) each director and nominee for director, (2) each of the executive officers named in the Summary Compensation Table for Fiscal 2016 under the caption Executive Compensation Discussion and Analysis in this proxy statement, and (3) all directors and executive officers as a group.

Name of Beneficial Owner	Shares of ONEOK Common Stock Beneficially Owned[1]	ONEOK Directors Deferred Compensation Plan Phantom Stock[2]	Total Shares of ONEOK Common Stock Beneficially Owned Plus ONEOK Directors Deferred Compensation Plan Phantom Stock	ONEOK Percent of Class[3]	Common Units of ONEOK Partners, Beneficially Owned[4]	ONEOK Partners, Percent of Class[5]
Wesley J. Christensen [6]	24,477		24,477	*		*
Brian L. Derksen	1,800	5,804	7,604	*		*
Julie H. Edwards	43,118	2,692	45,810	*		*
John W. Gibson	1,097,559	9,839	1,107,398	*	105,000	*
Walter S. Hulse III	15,000		15,000	*		*
Randall J. Larson	7,070		7,070	*		*
Steven J. Malcolm	16,380		16,380	*		*
Robert F. Martinovich [7]	181,190		181,190	*	288	*
Kevin S. McCarthy [8]		5,804	5,804	*		*
Jim W. Mogg		59,525	59,525	*	2,000	*
Pattye L. Moore	2,000	105,176	107,176	*	1,400	*
Gary D. Parker [9]	38,344	84,458	122,802	*		*
Derek S. Reiners [10]	37,897		37,897	*		*
Eduardo A. Rodriguez	18,893	4,788	23,681	*		*
Terry K. Spencer	283,148		283,148	*	27,400	*
All directors and executive officers as a group	1,848,928	278,086	2,127,014	*	144,888	*

* Less than 1 percent.

1 Includes shares of common stock held by members of the family of the director or executive officer for which the director or executive officer has sole or shared voting or investment power, shares of common stock held in our Direct Stock Purchase and Dividend Reinvestment Plan, shares held through our 401(k) Plan, and shares held through our Profit Sharing Plan.

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Holdings of Officers and Directors

(footnotes continued)

The following table sets forth for the persons indicated the number of shares of our common stock that are held on the person s behalf by the trustee of our 401(k) Plan and our Profit Sharing Plan as of March 1, 2017.

Name of Beneficial Owner	Stock Held by 401(k) Plan	Stock Held by Profit Sharing Plan
Wesley J. Christensen		
Brian L. Derksen		
Julie H. Edwards		
John W. Gibson		
Walter S. Hulse III		
Randall J. Larson		
Steven J. Malcolm		
Robert F. Martinovich	13,403	
Kevin S. McCarthy		
Jim W. Mogg		
Pattye L. Moore		
Gary D. Parker		
Derek S. Reiners	1,751	565
Eduardo A. Rodriguez		
Terry K. Spencer	24,168	
All directors and executive officers as a group	49,385	565

2 Represents shares of phantom stock credited to a director s account under our Deferred Compensation Plan for Non-Employee Directors. Each share of phantom stock is equal to one share of our common stock. Phantom stock has no voting or other shareholder rights, except that dividend equivalents are paid on phantom stock and reinvested in additional shares of phantom stock based on the average of the high and low trading prices of our common stock on the NYSE on the date the dividend equivalent was paid. Shares of phantom stock do not give the holder beneficial ownership of any shares of our common stock because they do not give such holder the power to vote or dispose of any shares of our common stock.

3 The percent of our voting securities owned is based on our outstanding shares of common stock on March 1, 2017.

4 Includes common units held by members of the family of the director or executive officer for which the director or executive officer has sole or shared voting or investment power. Does not include approximately 41.3 million

common units or approximately 73 million Class B units (which represent 100 percent of the outstanding Class B units) of ONEOK Partners, held by ONEOK and its subsidiaries, which, when combined with the 2 percent general partner interest held by a subsidiary of ONEOK, represent an approximate 41.2 percent interest in ONEOK Partners at March 1, 2017, with respect to which each officer and director disclaims beneficial ownership.

5 The percent of ONEOK Partners voting securities owned is based on the outstanding common units on March 1, 2017.

6 Excludes 4,755 shares, the receipt of which was deferred by Mr. Christensen upon vesting in January 2009, 4,229 shares, the receipt of which was deferred by Mr. Christensen upon vesting in January 2010, and 4,443 shares, the receipt of which was deferred by Mr. Christensen upon vesting in January 2011, in each case under the deferral provisions of our Equity Compensation Plan (ECP), which shares will be issued to Mr. Christensen upon his separation of service from our company.

7 Excludes 11,418 shares, the receipt of which was deferred by Mr. Martinovich upon vesting in January 2011, under the deferral provisions of our ECP, which shares will be issued to Mr. Martinovich upon the later of July 1, 2018 or his separation of service from our company.

8 Mr. McCarthy is managing partner for KA Fund Adv