

ONEOK INC /NEW/
Form 11-K
June 18, 2007
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2006.

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number **001-13643**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

THRIFT PLAN FOR EMPLOYEES OF ONEOK, INC. AND SUBSIDIARIES

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

ONEOK, Inc.

100 West Fifth Street

Tulsa, Oklahoma 74103

Table of Contents

REQUIRED INFORMATION

The following financial statements prepared in accordance with the financial reporting requirements of ERISA and exhibits are filed for the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries:

Financial Statements and Schedules

Report of Independent Registered Public Accounting Firm

Statements of Net Assets Available for Benefits - December 31, 2006 and 2005

Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2006

Notes to Financial Statements

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Exhibits

23 - Consent of Independent Registered Public Accounting Firm

Table of Contents

THRIFT PLAN FOR EMPLOYEES OF

ONEOK, INC. AND SUBSIDIARIES

Financial Statements and Supplemental Schedule

December 31, 2006 and 2005

(With Report of Independent Registered Public Accounting Firm)

Table of Contents

**THRIFT PLAN FOR EMPLOYEES OF
ONEOK, INC. AND SUBSIDIARIES
TABLE OF CONTENTS**

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	1
Financial Statements:	
<u>Statements of Net Assets Available for Benefits - December 31, 2006 and 2005</u>	2
<u>Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2006</u>	3
<u>Notes to Financial Statements</u>	4
Schedule	
<u>1 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)</u>	10
All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, are omitted as they are inapplicable or not required.	

Table of Contents

Report of Independent Registered Public Accounting Firm

ONEOK, Inc. Benefit Plan Committee

Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries

Tulsa, Oklahoma

We have audited the accompanying statements of net assets available for benefits of the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the year ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental schedule included herein is presented for the purpose of additional analysis and is not a required part of the 2006 basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. The supplemental schedule is the responsibility of Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the 2006 basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the 2006 basic financial statements taken as a whole.

/s/ BKD LLP

Tulsa, Oklahoma

June 15, 2007

Table of Contents

**THRIFT PLAN FOR EMPLOYEES OF
ONEOK, INC. AND SUBSIDIARIES**

Statements of Net Assets Available for Benefits

December 31, 2006 and 2005

(In thousands)

	2006	2005
Investments, at fair value:		
Money market funds	\$ 43,637	\$ 28,609
Mutual funds	290,103	246,650
Guaranteed investment contract fund	9,548	10,882
Government securities	146	391
Common stock of ONEOK, Inc.	267,630	185,740
Common stock of Westar Energy, Inc.	2,534	2,372
Participant loans	19,903	19,361
Net assets available for benefits	\$ 633,501	\$ 494,005

See accompanying notes to financial statements.

Table of Contents

**THRIFT PLAN FOR EMPLOYEES OF
ONEOK, INC. AND SUBSIDIARIES**

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2006

(In thousands)

	2006
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments (Note 3)	\$ 135,862
Dividends	14,487
Interest	1,266
 Total investment income	 151,615
Contributions:	
Participants	20,923
Employer	13,459
Rollovers	1,314
 Total contributions	 35,696
 Total additions	 187,311
Deductions to net assets attributed to:	
Benefits paid directly to participants	47,815
 Net increase in net assets available for benefits	 139,496
Net assets available for benefits, beginning of period	494,005
 Net assets available for benefits, end of period	 \$ 633,501

See accompanying notes to financial statements.

Table of Contents

Notes to Financial Statements

(1) Description of Plan

A brief description of the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries (the Plan) follows and is provided for general information only. Participants should refer to the full text of the Plan document for more complete information. As noted in the Plan document, the following funds are frozen and no new monies may be added: SEI Stable Asset Fund, Federated Capital Preservation Fund, Series E and EE Savings Bonds and common stock of Westar Energy, Inc.

(a) General

The Plan is administered by ONEOK, Inc. (the Company) and is provided for the benefit of the employees of the Company and its subsidiaries. The Plan is a defined contribution plan which covers substantially all employees of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(b) Participation and Contributions

An employee may begin participation on the first day of the month following employment. There is no minimum service or age requirement. Participants may make pre-tax contributions of any whole percentage of their compensation up to a maximum of 24 percent if certain contribution limitations are not exceeded. Participants may make after-tax contributions of any whole percentage of their compensation up to a maximum of 6 percent.

Participants age 50 and older before the end of the calendar year can make an additional pre-tax catch-up contribution if they are either deferring the 24 percent maximum pre-tax contribution or will reach the maximum dollar amount. The maximum dollar amount allowed in 2006 was \$15,000 and the maximum catch-up contribution allowed was \$5,000. Catch-up contributions are not eligible for Company matching contributions.

After one year of service, the Company matches 100 percent of pre-tax and after-tax contributions up to a maximum of 6 percent of gross wages, not to exceed 6 percent of the Internal Revenue Service's (IRS) annual compensation limit.

According to federal tax law, there are limits on the total combined employee and employer annual contributions for all defined contribution plans sponsored by the Company. The Plan is a defined contribution plan subject to the combined annual contribution limit. For 2006, the maximum for employee and employer contributions was the lesser of 100 percent of the participant's base earnings or \$44,000. These limits are indexed and may be adjusted periodically by the IRS.

The Plan contains a power of choice feature for dividends paid on ONEOK, Inc. common stock held in a participant's account. Participants holding ONEOK, Inc. common stock in their Plan account have the option to receive all of the dividends in cash, receive 50 percent of the dividends in cash and 50 percent of the dividends reinvested in ONEOK, Inc. common stock, or reinvest 100 percent of the dividends in ONEOK, Inc. common stock. Dividends reinvested are considered pre-tax contributions, but are not subject to Plan limits or limits under applicable rules of the IRS.

(c) Participant Accounts

Participants have the right to designate the investment of their account balances, including their contributions and deferrals and the Company's matching contributions. If no investment option is elected by a participant, the funds are invested in the American Performance U.S. Treasury Fund. Participants may direct the investment of their account balances to more than one option. However,

Table of Contents

the minimum investment that can be directed to any one option is 1 percent, and whole increments of 1 percent must be used.

Participants may direct the sale or other disposition of securities in their account and may change their investment instructions to the Trustee of the Plan (Plan Trustee) on a daily basis except during scheduled blackout periods. Neither the Company nor the Plan Trustee guarantees the value of the investments nor do they indemnify any employee against any loss that may result from such investments.

All interest, dividends and other income received by the Plan Trustee and all gains and losses from the sale of securities are credited or charged to the respective participant's account. The cost charged to a participant's account for securities purchased is the average cost for all such securities purchased during the day by the Plan. Brokerage commissions, transfer taxes, and other charges and expenses in connection with the purchase or sale of securities by the Plan are either added to the cost of the securities purchased or deducted from the proceeds of the sale.

If a participant is an officer or an employee in one of certain designated work groups (regardless of the level of position), the participant must pre-clear all trading activity in the participant's Plan account which involves ONEOK, Inc. common stock. For these employees, there are trading windows—periods during which the participant can buy or sell ONEOK, Inc. common stock—during the year. Generally, these windows begin three days after the public release of quarterly or annual financial results for ONEOK, Inc. and continue until the first day of the following calendar quarter. Public release of quarterly financial results is by means of a ONEOK, Inc. press release, which is generally made during the last week of the first month or the first week of the second month following the end of a calendar quarter. Public disclosure of annual financial results is by means of a ONEOK, Inc. press release which is generally made during the last week of the second month following the end of the calendar year.

(d) Vesting

Company contributions to the account of a participant and income and earnings, if any, attributable to the account of the participant are immediately and fully vested for the benefit of that participant upon receipt by the Plan Trustee (subject to subsequent loss, if any, through decline in market value of investments).

(e) Distributions and Withdrawals

Participants may borrow from the Plan in accordance with Section 408(b)(1) of ERISA, as amended. A participant may borrow a minimum of \$1,000 with a maximum amount not to exceed \$50,000 or 50 percent of the non-forfeitable accrued benefit of the participant, whichever is less. The Plan allows two outstanding loans from a participant's account at any time. Participant loans are stated at cost, which represents estimated market value.

Participant loans have a repayment schedule of no more than 60 months with the exception of a loan used to purchase a principal residence, in which case the term of the loan repayment may be for a period not to exceed 120 months. The participant has the option to repay the loan in full at any time without penalty.

Table of Contents

The interest rate on participant loans is the prime interest rate published in *The Wall Street Journal* on the first day of the month in which the loan was requested. The interest rate remains the same throughout the term of the loan. Interest rates on loans outstanding at December 31, 2006, ranged from 4.0 percent to 12.5 percent.

In-service withdrawals from a participant's account are permitted under specific circumstances. After-tax contributions can be withdrawn for at least \$500 or the full value of the participant's after-tax contributions if less than \$500. If earnings are included in the withdrawal, there is a six-month suspension of Company matching contributions on new contributions by the participant into the Plan. When participants reach age 59 1/2 and have completed five years of Plan participation, they are allowed a one-time in-service withdrawal from the Plan at any time and for any reason, without qualifying for a hardship withdrawal or suspending Plan contributions or Company matching contributions. In addition, former Western Resources, Inc. transferred employees have grandfathered withdrawal options based on their account balances as of January 11, 1999.

Hardship withdrawals from a participant's account are allowed after a participant has exhausted all in-service withdrawals and participant loans and has submitted an application to the Plan showing current proof of qualifying hardship. If a hardship withdrawal is approved, the participant is ineligible to make contributions to the Plan during the following six months.

The full value of the participant's Plan account balance becomes payable if any of the following occur:

1. the participant retires or otherwise terminates employment with the Company and the participant's total account balance does not exceed \$5,000;
2. the participant dies;
3. the Plan is terminated; or
4. the Plan is modified in such a way that it adversely affects the participant's right to the use of or withdrawal from the account (as long as the participant's request is made within 90 days of the effective date of the modification).

If a participant retires or otherwise terminates employment with the Company, and the total account balance is more than \$5,000, the participant may leave the balance in the Plan, elect to make a direct rollover from the Plan to another employer's qualified retirement plan or an Individual Retirement Account (IRA), or to receive a single lump sum payment from the Plan as soon as administratively possible after leaving the Company. Such participant who leaves the balance in the Plan may elect to defer distribution of the account until a later date but not beyond April 1 of the calendar year following the calendar year the participant attains age 70 1/2 at which time a distribution of the full account is required. If the participant's account balance does not exceed \$5,000, then the account will be distributed to the participant as soon as administratively possible, unless the participant directs a rollover to another employer's qualified plan or IRA. If the participant does not complete a distribution election form and the account balance is less than \$1,000, a lump sum cash payment will be made. If a distribution election form is not completed and the balance is between \$1,000 and \$5,000, it will be paid to an IRA for the participant.

Table of Contents

(f) Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination of the Plan, each participant would receive distribution of the entire balance of his/her Plan account.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on an accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Guaranteed Investment Contract Fund is the result of the Plan's investment in the Federated Capital Preservation Fund, which primarily invests in guaranteed investment contracts and synthetic guaranteed investment contracts. Investments in the Guaranteed Investment Contract Fund are stated at cost, which approximates fair value. All other investments are stated at fair value based on the current market value of the respective investments at the end of the year. All investments are held by Bank of Oklahoma, N.A., as Plan Trustee. When available, current market value is determined based on published market quotes and trading activity of the underlying investment securities.

The Company has a Plan Expense Reimbursement Program with Fidelity Investment Company (Fidelity), which pays the Plan an amount equal to 3.75 basis points per quarter (or 15 basis points annually) based on the average daily balances invested in Fidelity's mutual funds by the Plan. The total quarterly payment is limited to \$6.25 per participant as of the last day of the quarter. This quarterly payment is paid by Fidelity and does not impact the overall expense ratio of the fund. The Company passes the quarterly payments through as earnings to participants invested in the Fidelity Advisor Diversified International Fund and the Fidelity Balanced Fund. The quarterly payments are allocated based on each individual participant's account balance on the day the reimbursement is received.

Dividend income is recorded as of the ex-dividend date and is allocated to participants' accounts on the date of payment.

The Plan provides for investments in various investment securities which, in general, are exposed to risks, such as interest rate, credit and overall price and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities held in participants' accounts will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(c) Administrative Costs

The Company pays all costs and expenses for administering the Plan, including expenses of the ONEOK, Inc. Benefit Plan Committee and fees and expenses of the Plan Trustee, except for loan origination fees, brokerage commissions, investment management fees, including redemption fees, and transfer taxes applicable to investment of securities or investments acquired or sold for a participant's account. The costs incurred by the Company will not be reimbursed by the Plan.

Table of Contents**(d) Payment of Benefits**

Benefits or withdrawals are recorded when paid.

(e) Income Taxes

The Plan is a qualified plan under Section 401(a) of the Internal Revenue Code of 1986 (the Code). The Plan trust is exempt from federal income tax under the provisions of Section 501(a) of the Code. The Plan received a favorable determination letter from the IRS dated November 4, 2002, stating that the Plan, as designed with the proposed amendments (which were adopted in the amendment and restatement effective January 1, 2003), was in compliance with the applicable requirements of the Code. Although the Plan has been amended since receiving the determination letter, the Company believes that the Plan is currently designed and being operated within the applicable requirements of the Code.

(f) Use of Estimates

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires a number of estimates and assumptions by the Company, which is the Plan Administrator, relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(3) Investments

The following table presents the fair values of individual investments that represent 5 percent or more of the Plan's net assets at December 31, 2006 and 2005 (in thousands):

	2006	2005
American Performance U.S. Treasury Fund	\$ 43,637	\$ 28,609
American Beacon Large Cap Value Fund	57,405	
Fidelity Balanced Fund	34,413	26,790
Laudus Rosenberg US Discovery Fund		26,607
Vanguard Primecap Fund	68,330	62,771
Vanguard Windsor Fund		49,503
Vanguard Institutional Index Fund	42,351	37,931
Common stock of ONEOK, Inc.	267,630	185,740

The following table presents the net appreciation (depreciation) in fair value for each class of investment which had net appreciation (depreciation) for the year ended December 31, 2006 (in thousands):

	2006
Mutual funds	\$ 29,985
Government securities	(182)
Common stock of ONEOK, Inc.	105,579
Common stock of Westar Energy, Inc.	480
Net appreciation	\$ 135,862

Table of Contents

(4) Subsequent Events

Beginning January 1, 2007, a participant will have the option to contribute to a Roth 401(k) on an after-tax basis. Contributions and earnings for the Roth 401(k) option are not subject to taxation at the time of distribution, as long as the distribution is a qualified distribution made no earlier than five years after the first Roth 401(k) contribution to the Plan. A qualified distribution is a distribution after separation of service and due to death, disability or after age 59 1/2. Contributions and earnings for the Roth 401(k) are not eligible for the one-time age 59 1/2 withdrawal. Roth 401(k) contributions and related earnings are not eligible for in-service withdrawal, or for withdrawal as a loan. Participants age 50 and older will have the option to use Roth 401(k) contributions for their catch-up contributions.

Also, effective January 1, 2007, if no investment option is elected by a participant, the funds in the participant's account will be invested in the Schwab Managed Retirement Trust fund maturing closest to the year in which the participant will attain age 65. The Schwab Managed Retirement Trust contains funds which seek to provide returns for participants in retirement, or planning to retire in or near the year 2010, 2020, 2030, 2040 or 2050.

Table of Contents

Schedule 1

**THRIFT PLAN FOR EMPLOYEES OF
ONEOK, INC. AND SUBSIDIARIES**

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2006

(In thousands, except shares)

<i>Column (a)</i> Party-in-Interest Identification	<i>Column (b)</i> Identity of Issue, Borrower, Lessor, or Similar Party	<i>Column (c)</i> Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	<i>Column (d)</i> Cost	<i>Column (e)</i> Current Value
*	American Performance U.S. Treasury Fund	Money Market Fund - 43,636,522 shares	**	\$ 43,637
	American Beacon Large Cap Value Fund	Mutual Fund - 2,408,951 shares	**	57,405
	Fidelity Advisor Diversified International Fund	Mutual Fund - 1,207,176 shares	**	27,898
	Fidelity Balanced Fund	Mutual Fund - 1,771,125 shares	**	34,413
	American Funds Growth Fund of America	Mutual Fund - 107,780 shares	**	3,542
	Laudus Rosenberg US Discovery Fund	Mutual Fund - 1,656,341 shares	**	31,404
	Vanguard Primecap Fund	Mutual Fund - 954,992 shares	**	68,330
	Vanguard Institutional Index Fund	Mutual Fund - 326,810 shares	**	42,351
	SEI Stable Asset Fund	Mutual Fund - 4,025,546 shares	**	4,040
	PIMCO Total Return Fund	Mutual Fund - 1,987,845 shares	**	20,720
	Federated Capital Preservation Fund	Guaranteed Investment Contracts - 951,349 shares	**	9,548
	Series E Bonds	U.S. Government securities - 4,425 shares	**	19
	Series EE Bonds	U.S. Government securities - 76,300 shares	**	127
*	ONEOK, Inc.	Common stock - 6,206,628 shares	**	267,630
*	Westar Energy, Inc.	Common stock - 96,691 shares	**	2,534
*	Participant loans	Participant loans at interest rates from 4.0% to 12.5% and various maturities	**	19,903
				\$ 633,501

* Party-in-interest

** This column is not applicable to participant-directed investments.

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries has duly caused this annual report to be signed on its behalf by the undersigned, hereunto duly authorized.

Thrift Plan for Employees

of ONEOK, Inc. and Subsidiaries

ONEOK, Inc.

Date: June 18, 2007

By: /s/ Curtis L. Dinan
Curtis L. Dinan

Senior Vice President,

Chief Financial Officer and Treasurer

(Principal Financial Officer)

Table of Contents

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT
23	Consent of Independent Registered Public Accounting Firm