

ONE Gas, Inc.
Form 4
February 20, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIBSON JOHN WILLIAM

2. Issuer Name and Ticker or Trading Symbol
ONE Gas, Inc. [OGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 W. 5TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

TULSA, OK 74103
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common stock, par value \$0.01 | 01/31/2014 | | J(1) | | 212,243 (1) | A | (1) 186,247 | D | |
| Common stock, par value \$0.01 | 01/31/2014 | | J(1) | | 4,538 (1) | A | (1) 4,538 | I | by ONEOK, Inc. Thrift Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Phantom Stock | <u>(2)</u> | 02/18/2014 | | A ⁽³⁾ | 2,563 | <u>(4)</u> <u>(4)</u> | Common Stock, par value \$0.01 | 2,563 |
| Performance Units | <u>(5)</u> | 01/31/2004 | | J ⁽¹⁾ | 50,496 | <u>(5)</u> <u>(5)</u> | Common Stock, par value \$0.01 | 50,496 |
| Restricted Units | <u>(6)</u> | 01/31/2004 | | J ⁽¹⁾ | 78,316 | <u>(6)</u> <u>(6)</u> | Common Stock, par value \$0.01 | 78,316 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIBSON JOHN WILLIAM 100 W. 5TH STREET TULSA, OK 74103 | | X | | |

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for John W. Gibson

02/20/2014

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On January 31, 2014, ONEOK, Inc. ("ONEOK") effected the distribution of 100% of the outstanding shares of common stock of ONE Gas, Inc. ("ONE Gas") held by ONEOK to ONEOK's shareholders (the "Distribution"). As a result of the Distribution, the reporting person received one share of ONE Gas common stock for every four shares of ONEOK common stock held on the record date for the

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Distribution, January 21, 2014, or a total of 216,781 shares (including those indirectly held) of ONE Gas common stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9.

- (2) Shares of phantom stock are convertible into ONE Gas' common stock on a 1-for-1 ratio.
- (3) Annual cash and/or stock retainer elected to be deferred to phantom stock under ONE Gas' Deferred Compensation Plan for Non-Employee Directors.
- (4) Phantom stock is accrued under ONE Gas' Deferred Compensation Plan for Non-Employee Directors (the "Plan") and is settled in shares of ONE Gas common stock at the distribution date described in the Plan.

Performance units received as a result of the Distribution pursuant to that certain Employee Matters Agreement by and between ONEOK and ONE Gas, dated January 14, 2014 (the "Employee Matters Agreement"), entered into in connection with the Distribution. These performance units were received due to the reporting person's deferral of ONEOK performance units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.
- (6) Restricted units received as a result of the Distribution pursuant to the Employee Matters Agreement. These restricted units were received due to the reporting person's deferral of ONEOK restricted units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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