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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|--|---|--|---|
| 1. Name and Address of Reporting Person* <u>WESTAR ENERGY INC /KS</u> (Last) (First) (Middle) 818 S. KANSAS AVE. (Street) TOPEKA KS 66612 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>ONEOK INC /NEW/ [OKE]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Explanation of Responses * |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2003 | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value \$0.01 | 08/21/2003 | | C | | 523,263 | A | (1) | 1,000,854 | D | |
| Common Stock, Par Value \$0.01 | 08/21/2003 | | S(2) | | 718,000 | D | \$19 | 282,854 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| \$0.925 Series D Non-Cumulative Convertible Preferred Stock | (1) | 08/21/2003 | | C | | 523,263 | | (3) | (4) | Common Stock, Par Value \$0.01 | 523,263 | (1) | 13,397,386 | D | |

Explanation of Responses:

- Preferred shares were converted on a one for one basis.
- Shares were sold pursuant to the underwriter's exercise of its over-allotment option in connection with a previous public offering by Westar Energy, Inc. of 9.5 million shares of the Issuer's common stock.
- Shares may be converted into common stock only in the event that a dividend threshold is met with respect to the underlying common stock or in connection with a transfer to a third party as specified in agreements with the Issuer. Conditions precedent to conversion of the preferred stock are not expected to be met within the next 60 days.
- Not applicable.

Remarks:

* According to agreements with the Issuer, Westar Energy may not hold common stock in excess of its current holdings (0.35% of common stock outstanding). Westar Energy's remaining holdings of the Issuer's convertible preferred stock is not expected to be convertible into common stock within the next 60 days .

Larry D. Irick, Vice President,
General Counsel and Corporate 08/21/2003
Secretary of Westar Energy, Inc.

** Signature of Reporting Person Date

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

* 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).

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

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