

SCHEDULE 13D/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

ONEOK, INC.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 per share

-----  
(Title of Class of Securities)

68267810

-----  
(CUSIP Number)

Richard D. Terrill  
Executive Vice President, General Counsel  
and Corporate Secretary  
Western Resources, Inc.  
818 South Kansas Avenue  
Topeka, Kansas 66612  
(785) 575-6322

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

February 29, 2000

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(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

-----  
CUSIP NO. 68267810

Page 2 of 11

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Western Resources, Inc.; 48-0290150

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) [ ]  
(B) [ ]

- 3. SEC USE ONLY

- 4. SOURCE OF FUNDS  
N/A

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

- 6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Kansas

- 7. SOLE VOTING POWER  
0

- 8. SHARED VOTING POWER  
2,166,273  
An additional 19,946,448 shares of Common Stock issuable

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

in certain circumstances in the event of the conversion  
(the conditions for which are not expected to occur  
within the next 60 days) of 19,946,448 shares of Series  
A Convertible Preferred Stock.

-----  
9. SOLE DISPOSITIVE POWER  
0

-----  
10. SHARED DISPOSITIVE POWER  
2,166,273  
An additional 19,946,448 shares of Common Stock issuable  
in certain circumstances in the event of the conversion  
(the conditions for which are not expected to occur  
within the next 60 days) of 19,946,448 shares of Series  
A Convertible Preferred Stock.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,166,273

An additional 19,946,448 shares of Common Stock issuable in certain circumstances in the event of the conversion (the conditions for which are not expected to occur within the next 60 days) of 19,946,448 shares of Series A Convertible Preferred Stock.

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.42%

Up to 45.0% of the Common Stock outstanding in the event of conversion (the conditions for which are not expected to occur within the next 60 days) of Series A Convertible Preferred Stock

14. TYPE OF REPORTING PERSON  
CO  
-----

1. NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 Westar Capital, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
 (A) [ ]  
 (B) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
 N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 Kansas

7. SOLE VOTING POWER  
 0

8. SHARED VOTING POWER  
 2,166,273  
 An additional 19,946,448 shares of Common Stock issuable  
 in certain circumstances in the event of the conversion  
 (the conditions for which are not expected to occur  
 within the next 60 days) of 19,946,448 shares of Series  
 A Convertible Preferred Stock.

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

9. SOLE DISPOSITIVE POWER  
 0

10. SHARED DISPOSITIVE POWER  
 2,166,273  
 An additional 19,946,448 shares of Common Stock issuable  
 in certain circumstances in the event of the conversion  
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 within the next 60 days) of 19,946,448 shares of Series  
 A Convertible Preferred Stock.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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An additional 19,946,448 shares of Common Stock issuable in certain circumstances in the event of the conversion (the conditions for which are not expected to occur within the next 60 days) of 19,946,448 shares of Series A Convertible Preferred Stock.

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.42%

Up to 45.0% of the Common Stock outstanding in the event of conversion (the conditions for which are not expected to occur within the next 60 days) of Series A Convertible Preferred Stock

14. TYPE OF REPORTING PERSON

CO  
-----

## ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D (the "Statement") is filed by Western Resources, Inc. ("Western") and Westar Capital, Inc., a Kansas corporation and a wholly-owned subsidiary of Western ("Westar," and together with Western, the "Reporting Persons") and relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of ONEOK, Inc., an Oklahoma corporation (the "Issuer"). This Statement supplements and amends the statement on Schedule 13D originally filed by Western with the Commission on December 5, 1997, as amended by Amendment No. 1, filed with the Commission on November 29, 1999, and Amendment No. 2, filed with the Commission on January 27, 2000 (as amended, the "Schedule 13D").

The address of the principal executive offices of the Issuer is: ONEOK, Inc., 100 West Fifth Street, Tulsa, Oklahoma 74103.

## ITEM 2. IDENTITY AND BACKGROUND.

No change with respect to Western.

Westar is a Kansas corporation and a wholly-owned subsidiary of Western. It is a holding company that has investments in the energy-related and monitored security industries. The principal business address of Westar is: Westar Capital, Inc. 818 S. Kansas Avenue, Topeka, Kansas 66612.

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of Westar is set forth in Exhibit A and is incorporated by reference herein. During the last five years, Westar, and to the knowledge of Westar, none of the persons listed on Exhibit A hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such law.

## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The response to Item 6 is incorporated by reference in its entirety to this Item 3.

## ITEM 4. PURPOSE OF TRANSACTION.

(a)-(j) No change.



Exhibit B            Joint Filing Agreement, dated March 8, 2000, between  
Western Resources, Inc. and Westar Capital, Inc.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: March 8, 2000

WESTERN RESOURCES, INC.

By: /s/ Richard D. Terrill  
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Name: Richard D. Terrill  
Title: Executive Vice President,  
General Counsel and  
Corporate Secretary

WESTAR CAPITAL, INC.

By: /s/ Lee P. Wages  
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Name: Lee P. Wages  
Title: President and Chief Executive  
Officer

EXHIBIT A

Executive Officers and Directors of Westar Capital, Inc.

The name, present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of Westar Capital, Inc. ("Westar") is set forth below. Each of the directors and officers is a citizen of the United States. The business address of each director and officer is Western Resources, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612. Unless otherwise indicated, each occupation set forth opposite an executive officer's name refers to employment with Westar.

Name - - - - -	Present Principal Occupation or Employment -----
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Executive Officers  
 - - - - -

Lee Wages	President and Chief Executive Officer
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Cynthia S. Couch	Secretary and Treasurer
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Directors  
 - - - - -

Lee Wages	Controller, Western Resources, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612
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Carl M. Koupal, Jr.	Executive Vice President, Chief Administrative Officer, Western Resources, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612
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Douglas T. Lake	Executive Vice President, Chief Strategic Officer, Western Resources, Inc., 818 South Kansas Avenue, Topeka, Kansas 66612
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EXHIBIT B  
Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the shares of common stock, par value \$.01 per share, of ONEOK, Inc., an Oklahoma corporation, and further agree that this Joint Filing Agreement be included as an exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of the 8th day of March, 2000.

WESTERN RESOURCES, INC.

By: /s/ Richard D. Terrill  
-----

Name: Richard D. Terrill  
Title: Executive Vice President,  
General Counsel and  
Corporate Secretary

WESTAR CAPITAL, INC.

By: /s/ Lee P. Wages  
-----

Name: Lee P. Wages  
Title: President and Chief  
Executive Officer