

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

AMENDMENT NO. 2

ONEOK, INC.

-----  
(Name of Issuer)

Common Stock, Par Value \$.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

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

January 20, 2000

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(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement of Schedule 13G to report the acquisitions which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

CUSIP NO. 68267810

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. Western Resources, Inc.  
48-0290150

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF (A)   
A GROUP (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 State of Kansas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH  
PERSON WITH:

7. SOLE VOTING POWER 2,184,355

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.

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,184,355

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.

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

2,184,355

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)

7.46%

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 ("Statement") is filed by Western Resources, Inc. ("Western") and relates to the Common Stock, par value \$.01 per share ("Common Stock"), of ONEOK, Inc., an Oklahoma corporation (the "Issuer"). The principal executive offices of the Issuer are located at 100 West Fifth Street, Tulsa, Oklahoma 74103.

Item 2. Identity and Background.

No change.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

No change.

Item 5. Interest in Securities of Issuer.

(a) Western beneficially owns 2,184,355 shares of Common Stock and 19,946,448 shares of Series A Convertible Preferred Stock. The shares of Common Stock held by Western constitute 7.46% of the outstanding Common Stock as of January 25, 2000. Upon conversion of the shares of Series A Convertible Preferred Stock, Western would beneficially own 45% of the outstanding Common Stock; however such shares are not currently convertible and Western does not expect the conditions for conversion to occur within the next 60 days.

(b) Western has sole power to vote and to dispose of the 2,184,355 shares of Common Stock, and any shares of Common Stock owned following conversion of the 19,946,448 shares of Series A Convertible Preferred Stock.

(c) Western sold 421,512 shares of Common Stock of the Issuer in the period since November 29, 1999. Such shares are listed below:

Shares Sold	Price Per Share	Date of Sale
17,182	\$26.6461	11/29/1999
13,500	\$26.9564	12/01/1999
17,182	\$27.6196	12/02/1999
17,182	\$28.1253	12/03/1999
17,591	\$28.8410	12/06/1999
17,591	\$28.1003	12/07/1999
17,591	\$27.5288	12/08/1999
17,591	\$27.4012	12/09/1999
17,590	\$27.0378	12/10/1999
19,473	\$26.8002	12/13/1999
97,200	\$26.6678	12/14/1999
7,200	\$26.3750	12/16/1999
17,764	\$24.7907	01/04/2000
17,836	\$24.7081	01/05/2000
12,109	\$24.8653	01/06/2000
8,018	\$25.4031	01/07/2000
14,319	\$25.6214	01/10/2000
19,718	\$25.6691	01/11/2000
2,431	\$26.4886	01/19/2000
9,082	\$26.2055	01/20/2000
15,627	\$27.2667	01/21/2000
9,981	\$27.9198	01/24/2000
17,754	\$27.3494	01/25/2000

All such shares were required to be sold by Western to the Issuer by the Shareholder Agreement dated as of November 27, 1997 between the Issuer and Western as a result of the Issuer's open market purchases of Common Stock in a share repurchase program.

Except as set forth in this Statement, neither Western, nor, to the best of Western's knowledge, any executive officer or director of the Western, beneficially owns any Common Stock or has engaged in any transaction in any such shares during the sixty day period immediately preceding the date hereof.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No change.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Identity of Executive Officers and Directors of Western Resources, Inc.

#### SIGNATURES

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.

WESTERN RESOURCES, INC.

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

Dated: January 26, 2000

EXHIBIT 1

Executive Officers and Directors of Western Resources, Inc.

WESTERN RESOURCES, INC. - EXECUTIVE OFFICERS:

David C. Wittig, Chairman of the Board, President and Chief Executive Officer, 818 South Kansas Avenue, Topeka, Kansas 66612

Thomas L. Grennan, Executive Vice President, Electric Operations, 818 South Kansas Avenue, Topeka, Kansas 66612

Carl M. Koupal, Jr., Executive Vice President, Chief Administrative Officer, 818 South Kansas Avenue, Topeka, Kansas 66612

Douglas T. Lake, Executive Vice President, Chief Strategic Officer, 818 South Kansas Avenue, Topeka, Kansas 66612

William B. Moore, Executive Vice President, Chief Financial Officer, 818 South Kansas Avenue, Topeka, Kansas 66612

Richard D. Terrill, Executive Vice President, General Counsel and Corporate Secretary, 818 South Kansas Avenue, Topeka, Kansas 66612

WESTERN RESOURCES, INC. - DIRECTORS:

David C. Wittig, Chairman of the Board, President and Chief Executive Officer, 818 South Kansas Avenue, Topeka, Kansas 66612

Frank J. Becker, President, Becker Investments, Inc., 1441 Wakarusa Dr., Suite 200, Lawrence, Kansas 66049

Dr. Gene A. Budig, President, American League of Professional Baseball Clubs, 245 Park Avenue, 28th Floor, New York, New York 10167

Charles Q. Chandler, IV, Chairman of the Board, President and Chief Executive Officer, INTRUST Bank, 105 N. Main St., Wichita, KS 67202

John C. Dicus, Chairman of the Board and Chief Executive Officer, Capitol Federal Savings Bank MHC, 700 South Kansas Avenue, Topeka, Kansas 66603

David H. Hughes, 818 South Kansas Avenue, Topeka, Kansas 66612

Russell W. Meyer, Chairman and Chief Executive Officer, Cessna Aircraft Company, One Cessna Blvd., Wichita, Kansas 67215

Jane Dresner Sadaka, 818 South Kansas Avenue, Topeka, Kansas 66612

Louis W. Smith, President and Chief Financial Officer, Ewing Marion Kauffman Foundation, 4801 Rockhill Road, Kansas City, Missouri 64110-2046