

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

AMENDMENT NO. 1

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

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

November 18, 1999

(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 | Western Resources, Inc. |
| S.S. OR I.R.S. IDENTIFICATION NO. | 48-0290150 |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (A) <input type="checkbox"/>
(B) <input type="checkbox"/> |
| 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) | <input type="checkbox"/> |
| 6. CITIZENSHIP OR PLACE OF ORGANIZATION | State of Kansas |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH:

7. SOLE VOTING POWER 2,605,867

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

2,605,867

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

2,605,867

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)

8.6%

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

C0

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 2,605,867 shares of Common Stock and 19,946,448 shares of Series A Convertible Preferred Stock. The shares of Common Stock held by Western constitute 8.6% of the outstanding Common Stock as of November 26, 1999. The shares of Series A Convertible Preferred Stock held by Western would constitute 39.8% of the outstanding Common Stock as of November 26, 1999 upon (and after giving effect to) conversion of the Series A Convertible Preferred 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 2,605,867 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 313,333 shares of Common Stock of the Issuer in the 60 day period immediately preceding November 29, 1999. Such shares are listed below:

Shares Sold	Price Per Share	Date of Sale
4,173	\$30.1961	09/30/99
8,182	\$29.6356	10/01/99
8,181	\$30.1950	10/04/99
8,182	\$30.1206	10/05/99
8,182	\$30.4613	10/06/99
15,627	\$29.5959	10/12/99
8,837	\$29.5347	10/13/99
10,636	\$29.8423	10/14/99
10,636	\$29.9293	10/15/99
10,391	\$29.8918	10/18/99
9,082	\$29.8739	10/19/99
9,818	\$29.3964	10/20/99
2,534	\$28.8750	10/25/99
7,118	\$29.078	11/05/99
12,273	\$29.3163	11/08/99
8,182	\$29.6706	11/09/99
15,136	\$29.0804	11/10/99
15,137	\$29.3176	11/11/99

15,136	\$29.0990	11/12/99
16,036	\$28.8020	11/15/99
16,037	\$29.7790	11/16/99
16,036	\$29.6958	11/17/99
16,037	\$29.4646	11/18/99
16,036	\$29.8584	11/19/99
18,136	\$28.1154	11/22/99
6,545	\$26.6984	11/23/99
15,955	\$27.0401	11/24/99
5,072	\$27.4073	11/26/99

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: November 29, 1999

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., 4840 West 15th, Suite
1011, Lawrence, Kansas 66049

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

Thomas R. Clevenger, 818 South Kansas Avenue, Topeka, Kansas 66612

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