

ONE Gas, Inc.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
NORTON PIERCE

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

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

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (Instr. 4)
Common stock, par value \$0.01	01/31/2014		J ⁽¹⁾	(A)	43,589 <u>(1)</u>	D	

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

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SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units 2012	(2)	02/18/2014		A		(2)	(2)	Common stock, par value \$0.01	88,125
Performance Units 2013	(3)	02/18/2014		A		(3)	(3)	Common stock, par value \$0.01	34,465
Performance Units 2014	(4)	02/18/2014		A		(4)	(4)	Common stock, par value \$0.01	24,100
Restricted Units 2012	(5)	02/18/2014		A		(5)	(5)	Common stock, par value \$0.01	14,280
Restricted Units 2013	(6)	02/18/2014		A		(6)	(6)	Common stock, par value \$0.01	6,616
Restricted Units 2014	(7)	02/18/2014		A		(7)	(7)	Common stock, par value \$0.01	6,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON PIERCE 100 W. 5TH STREET TULSA, OK 74103	X		See Remarks	

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Pierce H.
Norton II

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 Distribution, January 21, 2014, or a total of 43,589 shares of ONE Gas common stock. The acquisition of shares as a result of the Distribution was exempt pursuant to Rule 16a-9.

(2) Performance units awarded under ONE Gas' Equity Compensation Plan, 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. The award will vest on February 15, 2015, a portion of which, or 19,764 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. The award will be payable one share of ONE Gas' common stock for each vested performance unit.

(3) Performance units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016, a portion of which, or 17,913 performance units, will vest in an amount equal to a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. The remainder of the award will vest in an amount equal to the number of performance units awarded. During the vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The award and credited dividend equivalents will be payable one share of ONE Gas' common stock for each vested performance unit and dividend equivalent.

(4) Performance units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017, for a percentage (0% to 200%) of the performance units awarded based upon ONE Gas' total stockholder return compared to total stockholder return of a selected peer group. During the vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and shares are issued. The award and credited dividend equivalents will be payable one share of ONE Gas' common stock for each vested performance unit and dividend equivalent.

(5) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 15, 2015. The award will be payable one share of ONE Gas' common stock for each vested restricted unit.

(6) Restricted units awarded under ONE Gas' Equity Compensation Plan, pursuant to the Employee Matters Agreement entered into in connection with the Distribution. The award will vest on February 20, 2016. During the vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of ONE Gas' common stock for each vested restricted unit and dividend equivalent.

(7) Restricted units awarded under ONE Gas' Equity Compensation Plan. The award will vest on February 18, 2017. During the vesting period, the award will be credited with dividend equivalents that will be paid out in shares of common stock at the time the underlying units vest and are issued. The award and credited dividend equivalents will be payable one share of ONE Gas' common stock for each vested restricted unit and dividend equivalent.

Remarks:

President and Chief Executive Officer

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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