

ONE GAS, INC.
Reported by
LAWHORN CARON A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/20/14 for the Period Ending 02/18/14

Address	100 WEST 5TH STREET TULSA, OK 74103
Telephone	918-588-7000
CIK	0001587732
Symbol	OGS
Fiscal Year	12/31

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Lawhorn Caron A (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/18/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/31/2014		J (1)		37137 (1)	A	(1)	37137	D	
Common stock, par value \$0.01	1/31/2014		J (1)		975 (1)	A	(1)	975	I	by ONEOK, Inc. Thrift Plan

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Performance Units 2012	(2)	2/18/2014		A		55393	(2)	(2)	Common stock, par value \$0.01	55393	\$33.19	55393	D	
Performance Units 2013	(3)	2/18/2014		A		22977	(3)	(3)	Common stock, par value \$0.01	22977	\$33.19	22977	D	
Performance Units 2014	(4)	2/18/2014		A		12050	(4)	(4)	Common stock, par value \$0.01	12050	\$33.19	12050	D	
Restricted Units 2012	(5)	2/18/2014		A		8976	(5)	(5)	Common stock, par value \$0.01	8976	\$33.19	8976	D	
Restricted Units 2013	(6)	2/18/2014		A		4376	(6)	(6)	Common stock, par value \$0.01	4376	\$33.19	4376	D	
Restricted Units 2014	(7)	2/18/2014		A		3025	(7)	(7)	Common stock, par value \$0.01	3025	\$33.19	3025	D	

Explanation of Responses:

- (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 38,112 shares (including those indirectly held) 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 12,423 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 11,943 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:

Senior Vice President, Commercial

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawhorn Caron A 100 W. 5TH STREET TULSA, OK 74103			See Remarks	

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Caron A. Lawhorn

2/20/2014

** 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.

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