

**ONE GAS, INC.**  
Reported by  
**GIBSON JOHN WILLIAM**

**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**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GIBSON JOHN WILLIAM</b>			<b>ONE Gas, Inc. [ OGS ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>100 W. 5TH STREET</b>			<b>2/18/2014</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>TULSA, OK 74103</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

### 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)		212243 (1)	A	(1)	186247	D	
Common stock, par value \$0.01	1/31/2014		J (1)		4538 (1)	A	(1)	4538	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	Title	Amount or Number of Shares				
Phantom Stock	(2)	2/18/2014		A (3)		2563		(4)	(4)	Common Stock, par value \$0.01	2563	\$33.155	2563	D	
Performance Units	(5)	1/31/2004		J (1)		50496		(5)	(5)	Common Stock, par value \$0.01	50496	(1)	50496	D	
Restricted Units	(6)	1/31/2004		J (1)		78316		(6)	(6)	Common Stock, par value \$0.01	78316	(1)	78316	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 216,781 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) Shares of phantom stock are convertible into ONE Gas' common stock on a 1-for-1 ratio.

- (3) Annual cash and/or stock retainer elected to be deferred to phantom stock under ONE Gas' Deferred Compensation Plan for Non-Employee Directors.
- (4) Phantom stock is accrued under ONE Gas' Deferred Compensation Plan for Non-Employee Directors (the "Plan") and is settled in shares of ONE Gas common stock at the distribution date described in the Plan.
- (5) Performance units received as a result of the Distribution 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. These performance units were received due to the reporting person's deferral of ONEOK performance units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.
- (6) Restricted units received as a result of the Distribution pursuant to the Employee Matters Agreement. These restricted units were received due to the reporting person's deferral of ONEOK restricted units after the relevant vesting period and are convertible into ONE Gas common stock on a 1-for-1 ratio.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GIBSON JOHN WILLIAM 100 W. 5TH STREET TULSA, OK 74103</b>	<b>X</b>			

**Signatures**

/s/ Brian K. Shore, Attorney-in-Fact for John W. Gibson

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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