

**ONE GAS, INC.**  
Reported by  
**LAWHORN CARON A**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/18/14 for the Period Ending 03/14/14

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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Washington, D.C. 20549

## 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>Lawhorn Caron A</b>                    |   | <b>ONE Gas, Inc. [ OGS ]</b>                |   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Senior VP, Commercial</b> |  |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)      |   |   |   |  |
| <b>100 W. 5TH STREET</b>                  | <b>3/14/2014</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<br><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  | 3/14/2014      |                                   | A                         | (1) | 1   | A          | \$36.09 | 25432   | D  |   |

**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 |  |   |  |  |

**Explanation of Responses:**

(1) Share acquired under Issuer's Employee Stock Award Program.

**Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| <b>Lawhorn Caron A<br/>100 W. 5TH STREET<br/>TULSA, OK 74103</b> |               |           | <b>Senior VP, Commercial</b> |       |

**Signatures**

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

**3/18/2014**

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.