

McCormick Joseph L
 Form 4/A
 March 09, 2018

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 *
 McCormick Joseph L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 15 E. 5TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2018

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/21/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock, par value \$0.01	02/19/2018		M	12,488 ⁽¹⁾	\$ 68.17 <u>(1)</u>	51,406 ⁽³⁾	D
Common stock, par value \$0.01	02/19/2018		F	5,532 ⁽¹⁾	\$ 68.17 <u>(1)</u>	45,874 ⁽³⁾	D
Common stock, par value \$0.01	02/17/2018		M	1,561 ⁽²⁾	\$ 68.17 <u>(2)</u>	47,435 ⁽³⁾	D
Common stock, par	02/17/2018		F	758 ⁽²⁾	\$ 68.17	46,677 ⁽³⁾	D

value \$0.01

(2)

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCormick Joseph L 15 E. 5TH STREET TULSA, OK 74103			See Remarks	

Signatures

/s/ Brian K. Shore, Attorney-in-Fact for Joseph L. McCormick
 **Signature of Reporting Person
 03/09/2018
 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).
- Performance units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018, and was certified by the Executive Compensation Committee of the Board of Directors on February 19, 2018. The award vested in an amount equal to 200% of the performance units awarded based upon Issuer's total shareholder return compared to total shareholder return of a selected peer group plus accrued dividends of 888 shares. The award was payable one share of Issuer's common stock for each vested performance unit and accrued dividends.
- (2)

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Restricted units awarded under Issuer's Equity Compensation Plan. The award vested on February 17, 2018. The award was payable one share of Issuer's common stock for each vested restricted unit and accrued dividends of 111 shares.

- (3) This amendment is being filed to correct an administrative error in the number of shares of ONE Gas common stock reported in lines 1-4 of Column 5 of Table I in the Form 4 filed on February 21, 2018. The original balances in lines 1-4 of Column 5 of Table I inadvertently included 2,887 shares of ONE Gas common stock held by the 401(k) Plan and the equivalent of one fractional share.

Remarks:

Senior Vice President, General Counsel and Assistant Secretary

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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