

OGE ENERGY CORP.

Form 4

February 26, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELANEY PETER B

(Last) (First) (Middle)

P.O. BOX 321

(Street)

OKLAHOMA CITY, OK 73101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OGE ENERGY CORP. [OGE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

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)

COB, President, CEO

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)
Common Stock-\$.01 par value per share	02/24/2014		A	151,841	A \$ 0 ⁽¹⁾	615,607 ⁽²⁾	D
Common Stock-\$.01 par value per share	02/25/2014		F	69,018	D \$ 36.31	546,589	D
Common Stock-\$.01 par value per share						12,519.21 ⁽²⁾ ⁽³⁾	I Retirement Savings

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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. Manner of Disposal (Instr. 6)
Stock Equiv Units	(4)			Code V (A) (D)		Date Exercisable (4) Expiration Date (4)	Title Com Stk (4)	Amount or Number of Shares	17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELANEY PETER B P.O. BOX 321 OKLAHOMA CITY, OK 73101	X		COB, President, CEO	

Signatures

Patricia D. Horn 02/26/2014

**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) Settlement of performance units upon determination by compensation committee that specified performance goals have been achieved for the three-year period ending December 31, 2013.
- (2) Reflects adjustment as a result of 2-for-1 stock split effective on July 1, 2013.
- (3) The information herein is based on a Retirement Savings Plan Statement dated February 24, 2014. The Retirement Savings Plan Statement indicated the number of units in the Common Stock Fund of the Retirement Savings Plan credited to the participant's account

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at February 24, 2014 and includes shares credited since reporting person's last table 1 filing that was exempt from reporting pursuant to Rule 16A-3(f)(1)(i)(B). The number of shares of common stock owned at February 24, 2014, was determined by dividing the dollar value of such units by the closing sale price of the common stock on February 24, 2014.

(4) Not Applicable

(5) The total includes shares acquired through the reinvestment of dividends that were exempt from reporting pursuant to Rule 16a-11.

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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