

WALWORTH CHARLES B

Form 4

February 21, 2019

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 *
WALWORTH CHARLES B

(Last) (First) (Middle)

PO 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)
02/19/2019

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)

Treasurer

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	02/19/2019		A	11,542 A	\$ 0 ⁽¹⁾ 12,962	D	
Common Stock-\$.01 par value per share	02/20/2019		F	3,386 D	\$ 41.92 9,576	D	
Common Stock-\$.01 par value per share	02/19/2019		A	1,249 A	\$ 0 ⁽²⁾ 10,825	D	

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Common
Stock-\$.01
par value
per share

5,051.264 ⁽³⁾ I

Retirement
Savings

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. M Der Sec Ber Ow Fol Rep Tra (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Equiv Units	(4)					(4)	(4)	Com Stk	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALWORTH CHARLES B PO BOX 321 OKLAHOMA CITY, OK 73101			Treasurer	

Signatures

Patricia D. Horn on Behalf of Charles B.
Walworth

02/21/2019

**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, 2018.

(2) Long term incentives granted in 2019 but not earned.

The information herein is based on a Retirement Savings Plan Statement dated February 19, 2019. The Retirement Savings Plan Statement indicated the number of shares in the Common Stock Fund of the Retirement Savings Plan credited to the participant's account at February 19, 2019 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).

(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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