

DELANEY PETER B
Form 4
August 10, 2012

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 *
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)
08/08/2012

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock-\$.01 par value per share | 08/08/2012 | | M | | 18,514 A \$ 23.58 | 283,235 | D |
| Common Stock-\$.01 par value per share | 08/08/2012 | | S | | 18,514 D \$ 54.79 (1) | 264,721 | D |
| Common Stock-\$.01 par value per share | 08/09/2012 | | M | | 11,486 A \$ 23.58 | 276,207 | D |

Common Stock-\$.01 par value per share 08/09/2012 S 11,486 D \$ 54.75 264,721 D (2)

Common Stock-\$.01 par value per share 5,496.115 (3) I Retirement Savings

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

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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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 23.58 | 08/08/2012 | | M | 18,514 | <u>(4)</u> 01/21/2014 | Com Stk 18,514 | \$ |
| Stock Option (right to buy) | \$ 23.58 | 08/09/2012 | | M | 11,486 | <u>(4)</u> 01/21/2014 | Com Stk 11,486 | \$ |

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

08/10/2012

**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) \$54.79. The price reported is a weighted average price. The shares were sold in multiple transactions with prices ranging from \$54.75 to \$54.90. The reporting person undertakes to provide to OGE Energy, any security holder of OGE Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range noted herein.
 - (2) \$55.75. The price reported is a weighted average price. The shares were sold in multiple transactions with prices ranging from \$54.72 to \$54.84. The reporting person undertakes to provide to OGE Energy, any security holder of OGE Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range noted herein.
- (3) The information herein is based on a Retirement Savings Plan Statement dated August 8, 2012. 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 at August 8, 2012 and includes shares credited that were exempt from reporting pursuant to Rule 16A-3(f)(1)(i)(B). The number of shares of common stock owned at August 8, 2012 was determined by dividing the dollar value of such units by the closing sale price of the common stock on August 8, 2012.
- (4) The Option vested in three equal annual installments beginning on January 21, 2005.

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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