

Motley Howard W JR
 Form 4
 February 17, 2009

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 *
 Motley Howard W JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2009

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

P.O. BOX 321

VP Regulatory Affairs

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OKLAHOMA CITY, OK 73101

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock-\$.01 par value per share | 02/12/2009 | | M | 3,530 A <u>1</u> | 3,544 | D | |
| Common Stock-\$.01 par value per share | 02/12/2009 | | F | 1,336 D \$ 24.25 | 2,208 | D | |
| Common Stock-\$.01 par value per share | | | | | 5,592.479 <u>2</u> | 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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SEC 1474
(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. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Units | (1) | 02/12/2009 | | M | 3,530 | (1) 12/31/2008 | Com Stk | 3,530 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Motley Howard W JR P.O. BOX 321 OKLAHOMA CITY, OK 73101 | | | VP Regulatory Affairs | |

Signatures

Carla D. Brockman 02/17/2009

**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) Represented the right to receive shares of OGE Energy common stock on a one-for-one basis upon determination by compensation committee that specified performance goals have been achieved for the three-year period ending December 31, 2008. Depending upon level of performance, performance units were to be paid out in amounts ranging from 0% to 200% of amounts listed based on performance, performance units were paid out at 135.3% of itnital target amount reported.
 - (2) The information herein based on a Retirement Savings Plan Statement dated Februaruy 12, 2009. 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 February 12, 2009 and includes shares credited during 2009 that were exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The number of shares of common stock owned at February 12, 2009, was determined by dividing the dollar value of such units by the closing sale price

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of the common stock on February 12,2009.

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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