

DELANEY PETER B
Form 4
May 13, 2013

FORM 4

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

OMB APPROVAL

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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)
05/09/2013

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 (D) Price		
Common Stock-\$.01 par value per share	05/09/2013		M		10,128 A \$ 23.58	242,011	D
Common Stock-\$.01 par value per share	05/09/2013		S		10,128 D \$ 72.07 (1)	231,883	D
Common Stock-\$.01 par value per share	05/10/2013		M		3,872 A \$ 23.58	228,011	D

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Common Stock-\$0.01 par value per share	05/10/2013	S	3,872	D	\$ 70.48 <u>(2)</u>	231,883	D	
Common Stock, par value \$0.01 per share						6,001,717 <u>(3)</u>	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. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to Buy)	\$ 23.58	05/09/2013		M	10,128	<u>(4)</u>	01/21/2014	Com Stk	10,128	\$
Stock Option (right to Buy)	\$ 23.58	05/10/2013		M	3,872	<u>(4)</u>	01/21/2014	Com Stk	3,872	\$

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

05/13/2013

**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) \$72.07. The price reported is a weighted average price. The shares were sold in multiple transactions with prices ranging from \$71.60 to \$72.20. 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) \$70.48. The price reported is a weighted average price. The shares were sold in multiple transactions with prices ranging from \$70.31 to \$70.56. 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 May 10, 2013. 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 May 10, 2013 and includes shares credited during 2013 that were exempt from reporting pursuant to Rule 16A-3(f)(1)(i)(B). The number of shares of common stock owned at May 10, 2013, was determined by dividing the dollar value of such units by the closing sale price of the common stock on May 10, 2013.
- (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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