

OGE ENERGY CORP.
Form 4
August 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Merrill Stephen E

(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)
08/07/2012

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)
COO Enogex LLC

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	(A) or (D)	Price
Common Stock-\$.01 par value per share	08/07/2012		S		100	D	\$ 55.15
Common Stock-\$.01 par value per share	08/07/2012		S		100	D	\$ 55.14
Common Stock-\$.01 par value per share	08/07/2012		S		100	D	\$ 55.11

Common Stock-\$.01 par value per share	08/07/2012	S	698	D	\$ 55.1	11,300	D	
Common Stock-\$.01 par value per share	08/07/2012	S	2,802	D	\$ 55.09	8,498	D	
Common Stock-\$.01 par value per share	08/07/2012	I	1,781.004	A	\$ 54.89	3,632.986 ⁽¹⁾	I	Retirement Savings

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Stock Equiv Units	<u>(2)</u>	08/07/2012		I	806.686	<u>(3)</u> <u>(3)</u>	Com Stk 806.686	\$ 54.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merrill Stephen E P.O. BOX 321 OKLAHOMA CITY, OK 73101			COO Enogex LLC	

Signatures

Patricia D. Horn 08/09/2012

 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).

The information herein is based on a Retirement Savings Plan Statement dated August 7, 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 7,

- (1) 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 7, 2012 was determined by dividing the dollar value of such units by the closing sale price of the common stock on August 7, 2012.
- (2) Security converts to common stock on a one-for-one basis.
- (3) The Common Stock Units were accrued under the Deferred Compensation Plan of OGE Energy Corp. and are to be settled 100% in cash at a specified future date or following termination of service.
- (4) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.