

OGE ENERGY CORP.
Form 4
February 26, 2014

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 *
Bullard William J.

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)
P.O. BOX 321

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Gen.Counsel-Okla.Gas & Elect.

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock-\$.01 par value per share | 02/24/2014 | | A | 11,441 | A \$ 0 ⁽¹⁾ | 29,989.038 ⁽²⁾ | D |
| Common Stock-\$.01 par value per share | 02/25/2014 | | F | 3,823 | D \$ 36.31 | 26,166.038 | D |
| Common Stock-\$.01 par value per share | | | | | | 5,206.241 ⁽²⁾ ₍₃₎ | 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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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bullard William J. P.O. BOX 321 OKLAHOMA CITY, OK 73101 | | | Gen.Counsel-Okla.Gas & Elect. | |

Signatures

Patricia D. Horn 02/26/2014

**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, 2013.
 - (2) Reflects adjustment as a result of 2-for-1 stock split effective on July 1, 2013.
- The information herein is based on a Retirement Savings Plan Statement dated February 24, 2014. 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 24, 2014 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). The number of shares of common stock owned at February 24, 2014, was determined by dividing the dollar value of such units by the closing sale price of the common stock on February 24, 2014.

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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