

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

Registration Statement
under
The Securities Act of 1933, as amended

OGE ENERGY CORP.

(Exact name of registrant as specified in charter)

OKLAHOMA
(State or other jurisdiction of
incorporation or organization)

73-1481638
(I.R.S. Employer
Identification No.)

321 North Harvey, P.O. Box 321, Oklahoma City, Oklahoma 73101-0321
Telephone: (405) 553-3000

(Address of principal executive offices)

OGE ENERGY CORP. STOCK INCENTIVE PLAN
(Full title of plan)

PETER D. CLARKE
Gardner, Carton & Douglas
321 North Clark Street
Suite 3100
Chicago, Illinois 60610
(312) 245-8685

STEVEN E. MOORE
Chairman of the Board and President
Oklahoma Gas and Electric Company
321 North Harvey Avenue
Oklahoma City, Oklahoma 73102
(405) 553-3000

(Name and address of agents for service)

CALCULATION OF REGISTRATION FEE

Title of each class of securities being registered	Amount to be registered(1)	maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Proposed Amount of registration fee(2)
Common Stock, Par Value \$.01 per share	4,000,000 shs.	\$26.4688	\$105,855,000	\$29,434
Rights to Purchase Series A Preferred Stock (3)	2,000,000 rights			

(1) In addition, pursuant to Rule 416 promulgated under the Securities Act of 1933, this registration statement also covers an indeterminate amount of additional securities in order to adjust the number of securities reserved for issuance pursuant to the plan as a result of a stock split, stock dividend or similar transaction affecting the Common stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 475(c) and (h), based upon the average of the high and low prices of the Common Stock reported in the "NYSE-Composite Transactions" Section of the Midwest Edition of the Wall Street Journal for January 25, 1999.

(3) One-half of a Right to Purchase Series A Preferred Stock automatically trades with each share of the Common Stock.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, as filed with the Securities and Exchange Commission, are incorporated herein by reference:

- (i) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997;
- (ii) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1998, June 30, 1998 and September 30, 1998;
- (iii) the Registrant's Current Reports on Form 8-K filed January 1, 1998, May 21, 1998, June 12, 1998, November 20, 1998 and December 28, 1998; and
- (iv) the description of the Registrant's Common Stock, including the Rights to Purchase Series A Preferred Stock which automatically trade at this time with the Common Stock, contained in Exhibit 99.02 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996.

In addition, each document filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this registration statement, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

The Registrant's Common Stock is registered under Section 12 of the Exchange Act. The Registrant also has Rights to Purchase Series A Preferred Stock which are registered under Section 12 of the Exchange Act, and which automatically trade at this time with the Common Stock.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The consolidated financial statements and schedule of the Registrant included in the Registrant's Annual Report for the year ended December 31, 1997, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein by reference in reliance upon the authority of said firm as experts in giving said reports.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Provisions of the Annotated Oklahoma Statutes provide that the Registrant may, and in some circumstances must, indemnify the directors and officers of the Registrant against liabilities and expenses incurred by any such person by reason of the fact that such person was serving in such capacity subject to certain limitations and conditions set forth in the statutes. The Registrant's Restated Certificate of Incorporation contains substantially similar provisions that require such indemnification. The Restated Certificate of Incorporation is filed as Exhibit 3.01 to the Registrant's Form 10-K for the Fiscal Year ended December 31, 1996, File No. 001-12579 and incorporated herein by this reference. The Registrant's Restated Certificate of Incorporation also contains provisions limiting the liability of the Registrant's directors in certain instances. The Registrant has an insurance policy covering its directors and officers against certain personal liability, which may include liabilities under the Securities Act of 1933, as amended (the "Act").

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. CONSULTANTS AND ADVISORS

Not applicable.

ITEM 9. EXHIBITS

- 4(a) Restated Certificate of Incorporation, filed as Exhibit 3.01 to the Registrant's 10-K for the fiscal year ended December 31, 1996, (File Number 001-12579).
- 4(b) By-laws, filed as Exhibit 3.02 to the Registrant's 10-K for the fiscal year ended December 31, 1996, (File Number 001-12579).
- 4(c) Rights Agreement dated August 7, 1995 between OGE Energy Corp. and ChaseMellon Shareholder Services LLC, as successor Rights Agent (filed as Exhibit 4.06 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
- 5.01 Opinion of counsel regarding legality of securities.
- 23.01 Consent of Arthur Andersen LLP.
- 24.01 Power of attorney.

ITEM 10. UNDERTAKINGS.

A. UPDATING DISCLOSURE

The undersigned registrant hereby undertakes

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Act;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

PROVIDED, HOWEVER, That paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. SUBSEQUENT EXCHANGE ACT DOCUMENTS.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. INDEMNIFICATION

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT

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Pursuant to the requirements of the Act, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, and State of Oklahoma on the 22nd day of January, 1999.

OGE ENERGY CORP.
(Registrant)

By: /s/ A. M. Strecker

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A. M. Strecker
Executive Vice President and
Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
Steven E. Moore	Chairman, President and Chief Executive Officer	
/s/ James R. Hatfield ----- James R. Hatfield	Principal Financial Officer	January 22, 1999
/s/ Donald R. Rowlett ----- Donald R. Rowlett	Principal Accounting Officer	January 22, 1999
Herbert H. Champlin	Director	
Luke R. Corbett	Director	
William E. Durrett	Director	
Martha W. Griffin	Director	
H.L. Hembree, III	Director	
Robert Kelley	Director	
Bill Swisher	Director	
Ronald H. White, M.D.	Director	
By: /s/ A. M. Strecker ----- A. M. Strecker (Attorney-in-Fact)		January 22, 1999

EXHIBIT INDEX

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- - - - -	- - - - -
5.01	Opinion of counsel regarding legality of securities.
23.01	Consent of Arthur Andersen LLP.
24.01	Power of attorney

January 20, 1999

OGE Energy Corp.
321 North Harvey
Oklahoma City, Oklahoma 73102

Re: 4,000,000 Shares of Common Stock, par value \$01 per share, Issued Pursuant to OGE Energy Corp. Stock Incentive Plan and 2,000,000 Rights to Purchase Series A Preferred Stock of OGE Energy Corp. Issued Pursuant to a Rights Agreement dated August 7, 1995 Between OGE Energy Corp. and ChaseMellon Shareholder Services, as successor Rights Agent (the "Rights Agreement")

Ladies and Gentlemen:

We have acted as counsel for OGE Energy Corp. (the "Company") in connection with the proposed issuance of the Common Stock and the Rights referred to above (the "Shares" and the "Rights", respectively) pursuant to the OGE Energy Corp. Stock Incentive Plan. The Shares and Rights are the subject of the Company's Registration Statement on Form S-8 under the Securities Act of 1933, as amended, to which this opinion, with our consent, is attached as an exhibit.

As to certain questions of fact, we have relied upon statements and certificates of certain officers of the Company and other professionals retained by the Company. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity to the originals of all documents submitted to us as copies. We have all records, instruments and documents which we have deemed necessary for the purpose of this opinion.

Based upon the foregoing and upon our general familiarity with the properties and affairs of the Company, we are the opinion that:

1. The Company is a validly organized and legally existing corporation under the law of the State of Oklahoma.
2. When, as and if the Shares have been duly issued and delivered, and the consideration for the Shares has been duly received by the Company all in the manner contemplated by the Registration Statement, the Shares will be legally issued, fully paid, and non-assessable shares of stock of the Company.
3. When, as and if the Rights are issued and delivered in accordance with the terms of the Rights Agreement, such Rights will be validly issued.

Respectfully,

RAINEY, ROSS, RICE & BINNS

By: /s/ Hugh D. Rice

Hugh D. Rice

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 20, 1998 included in the OGE Energy Corp. Form 10-K for the year ended December 31, 1997 and to all references to our Firm included in this Registration Statement.

/s/ Arthur Andersen LLP
Arthur Andersen LLP

Oklahoma City, Oklahoma
January 21, 1999

POWER OF ATTORNEY

WHEREAS, OGE ENERGY CORP., an Oklahoma corporation (herein referred to as the "Company") is to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Registration Statement on Form S-8 relating to the issuance and sale of up to 2,000,000 shares of its Common Stock, par value \$.01 per share, to be issued under the Stock Incentive Plan; and

WHEREAS, each of the undersigned holds the office or offices in the Company herein below set forth opposite his or her name, respectively;

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints A.M. Strecker and Steven E. Moore and each of them individually, his or her attorney, with full power to act for him or her and in his or her name, place and stead, to sign his or her name in the capacity or capacities set forth below to the Form S-8 Registration Statement relating to the issuance and sale of up to 2,000,000 shares of the Company's Common Stock, par value \$.01 per share, to be issued under the Stock Incentive Plan and to any and all amendments (including Post-effective amendments) to such Registration Statement, and hereby ratifies and confirms all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 21st day of January, 1998.

Steven E. Moore, Director and
Principal Executive Officer

/s/ Steven E. Moore

Herbert H. Champlin, Director

/s/ Herbert H. Champlin

Luke R. Corbett, Director

/s/ Luke R. Corbett

William E. Durrett, Director

/s/ William E. Durrett

Martha W. Griffin, Director

/s/ Martha W. Griffin

Hugh L. Hembree, III, Director

/s/ Hugh L. Hembree, III

Robert Kelley, Director

/s/ Robert Kelley

Bill Swisher, Director

/s/ Bill Swisher

Ronald H. White, M.D., Director

/s/ Ronald H. White

A.M. Strecker, Principal Financial and
Accounting Officer

/s/ A.M. Strecker
