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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K
ANNUAL REPORT

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-12579

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

(FULL TITLE OF THE PLAN)

OGE ENERGY CORP.
321 North Harvey
P.O. Box 321
Oklahoma City, Oklahoma 73101-0321

(NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS
OF ITS PRINCIPAL EXECUTIVE OFFICE)

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SIGNATURES

The undersigned consist of the members of the Committee having the responsibility for the administration of the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan has duly caused this Annual Report on Form 11-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City and State of Oklahoma on the 29th day of June 1999.

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

By /s/ Irma B. Elliott

 Irma B. Elliott
 Chairperson

By /s/ Donald R. Rowlett

 Donald R. Rowlett
 Member

By /s/ Dale P. Hennessy

 Dale P. Hennessy
 Member

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the OGE Energy Corp.
Financial Programs Committee:

We have audited the accompanying statements of net assets available for benefits of the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan as of December 31, 1998 and 1997, and the related statement of changes in net assets available for benefits for the year ended December 31, 1998. These financial statements and the schedules referred to below are the responsibility of the Financial Programs Committee. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1998 and 1997, and the changes in its net assets available for benefits for the year ended December 31, 1998, in conformity with generally accepted accounting principles.

As discussed in Note 1, Oklahoma Gas and Electric Company Employees' Stock Ownership Plan was merged into OGE Energy Corp. Retirement Savings Plan. The surviving plan is named OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule of assets held for investment purposes as of December 31, 1998, the schedule of reportable transactions for the year ended December 31, 1998, and the schedule of loans in default as of December 31, 1998, are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The Fund Information in the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

As explained in the notes thereto, information certified by the trustee and presented in the schedule of assets held for investment purposes and the schedule of reportable transactions does not disclose the historical cost of certain investments. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

/s/ Arthur Andersen LLP

Oklahoma City, Oklahoma,
May 28, 1999

OG E ENERGY CORP. EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 1998 AND 1997

	1998	1997
	-----	-----
Investments, at market value:		
Common stock:		
OGE Energy Corp.	\$ 166,995,026	\$ 130,651,227
Mutual Funds:		
Fidelity U.S. Government	---	1,404,837
Fidelity Asset Manager	11,401,764	10,627,807
Fidelity Asset Manager: Growth	23,581,807	21,407,624
Fidelity Asset Manager: Income	3,136,659	3,144,890
Fidelity Managed Income Portfolio	18,651,096	19,493,122
Fidelity Contrafund	17,583,373	13,766,082
Fidelity Growth and Income Portfolio	18,857,882	12,423,274
Fidelity Blue Chip Growth	18,401,268	12,998,517
PIMCO Total Return Administrative	614,083	208,666
PBHG Growth	1,002,711	641,884
Templeton Foreign I	594,658	426,563
Invesco Total Return	475,328	284,996
Participant loans	10,076,506	9,797,722
Total investments	----- 291,372,161	----- 237,277,211
Dividends and interest receivable	1,900,410	1,592,773
Net assets available for benefits	----- \$ 293,272,571 =====	----- \$ 238,869,984 =====

The accompanying notes are an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1998

	OGE Energy Corp. Common Stock Fund	Fidelity Asset Manager	Fidelity Asset Manager: Growth	Fidelity Asset Manager: Income	Fidelity Managed Income Portfolio	Fidelity Contrafund
Net assets available for benefits at beginning of year	\$133,648,837	\$ 10,627,807	\$ 21,407,624	\$ 3,144,890	\$ 19,493,122	\$ 13,766,082
Investment income:						
Dividends	6,832,309	2,057,326	3,232,545	267,592	1,111,868	1,293,612
Interest on loans	448,933	45,743	132,455	8,344	53,153	78,743
Unrealized appreciation (depreciation) in market value of investments:						
Common stocks	8,652,892	---	---	---	---	---
Mutual funds	---	(516,902)	107,491	21,959	---	2,258,086
Contributions:						
Participants	2,504,425	690,344	1,451,352	132,398	698,874	1,182,525
Company	3,946,450	---	---	---	---	---
Other	5,001	---	---	---	---	---
Rollovers	131,295	3,898	3,029	868	240,002	6,059
Transfers from Oklahoma Gas and Electric Company Employees' Stock Ownership Plan	14,064,059	---	---	---	---	---
Realized gain (loss) on sale or distribution of investments	30,936	102,426	378,347	18,468	---	628,398
Total additions	36,616,300	2,382,835	5,305,219	449,629	2,103,897	5,447,423
Administrative expenses	(18,701)	(7,875)	(11,083)	(2,536)	(14,315)	(1,335)
Distributions to participants	(5,300,458)	(383,200)	(494,239)	(91,185)	(1,586,724)	(410,268)
Total reductions	(5,319,159)	(391,075)	(505,322)	(93,721)	(1,601,039)	(411,603)
Net additions (reductions)	31,297,141	1,991,760	4,799,897	355,908	502,858	5,035,820
Transfer between funds, net	3,949,458	(1,217,803)	(2,625,714)	(364,139)	(1,344,884)	(1,218,529)
Net assets available for benefits at end of year	\$168,895,436	\$ 11,401,764	\$ 23,581,807	\$ 3,136,659	\$ 18,651,096	\$ 17,583,373
	Fidelity Growth And Income Portfolio	Fidelity Blue Chip Growth				
Net assets available for benefits at beginning of year	\$ 12,423,274	\$ 12,998,517				
Investment income:						
Dividends	975,863	762,349				
Interest on loans	69,586	74,302				
Unrealized appreciation (depreciation) in market value of investments:						
Common stocks	---	---				
Mutual funds	2,529,284	2,898,968				
Contributions:						
Participants	1,096,003	1,264,177				
Company	---	---				
Other	---	---				
Rollovers	30,102	46,119				
Transfers from Oklahoma Gas and Electric Company Employees' Stock Ownership Plan	---	---				
Realized gain (loss) on sale or distribution of investments	355,828	940,684				
Total additions	5,056,666	5,986,599				
Administrative expenses	(6,339)	(3,487)				
Distributions to participants	(312,134)	(336,951)				
Total reductions	(318,473)	(340,438)				
Net additions (reductions)	4,738,193	5,646,161				
Transfer between funds, net	1,696,415	(243,410)				
Net assets available for benefits at end of year	\$ 18,857,882	\$ 18,401,268				

The accompanying notes are an integral part of this financial statement.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1998

	PIMCO Total Return Administrative	PBHG Growth	Templeton Foreign I	Invesco Total Return	Loan Fund	Total
Net assets available for benefits at beginning of year	\$ 208,666	\$ 641,884	\$ 426,563	\$ 284,996	\$ 9,797,722	\$238,869,984
Investment income:						
Dividends	48,560	117	54,115	22,961	---	16,659,217
Interest on loans	698	4,669	4,116	2,148	---	922,890
Unrealized appreciation (depreciation) in market value of investments:						
Common stocks	---	---	---	---	---	8,652,892
Mutual funds	(14,739)	46,870	(91,476)	16,243	---	7,255,784
Contributions:						
Participants	17,440	100,150	68,023	29,673	---	9,235,384
Company	---	---	---	---	---	3,946,450
Other	---	---	---	---	---	5,001
Rollovers	10,792	18,177	6,627	---	25,706	522,674
Transfer from Oklahoma Gas and Electric Company Employees' Stock Ownership Plan	---	---	---	---	---	14,064,059
Realized gain (loss) on sale or distribution of investments	3,464	(23,478)	(11,285)	7,476	---	2,431,264
Total additions	66,215	146,505	30,120	78,501	25,706	63,695,615
Administrative expenses	---	---	---	---	---	(65,671)
Distributions to participants	(7,019)	(2,293)	(330)	(110)	(302,446)	(9,227,357)
Total reductions	(7,019)	(2,293)	(330)	(110)	(302,446)	(9,293,028)
Net additions (reductions)	59,196	144,212	29,790	78,391	(276,740)	54,402,587
Transfer between funds, net	346,221	216,615	138,305	111,941	555,524	---
Net assets available for benefits at end of year	\$ 614,083	\$ 1,002,711	\$ 594,658	\$ 475,328	\$ 10,076,506	\$293,272,571

The accompanying notes are an integral part of this financial statement.

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1998 AND 1997

1. DESCRIPTION OF PLAN AND SIGNIFICANT ACCOUNTING POLICIES:

The OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan (the "Plan"), originally the Oklahoma Gas and Electric Company Employees' Thrift Plan, was adopted in 1981 and became effective January 1, 1982. The Plan is a defined contribution trusteed plan. Fidelity Management Trust Company ("Fidelity") serves as the Trustee of the Plan and is responsible for the safekeeping and investment of all contributions made to the Trust. The Plan adopted an amendment on October 1, 1997, effective the same day, that made minor modifications to the Plan's investment options. On September 17, 1997, the Plan adopted an amendment that made minor modifications to the Plan's eligibility effective January 1, 1998.

Effective July 31, 1998, Enogex Interstate Transmission L.L.C., a subsidiary of the Company, purchased substantially all of the assets of Ozark Pipeline, Inc. ("Ozark"). As a result of this acquisition, a trustee-to-trustee transfer of certain assets from the NGC Profit Sharing 401(k) Savings Plan to the Plan took place, in the form of rollovers, with respect to certain former employees of Ozark. The total amount of rollovers from this plan was \$522,674. In addition, the Plan was amended to provide special eligibility and vesting rules for former employees of Ozark and its affiliates.

Effective October 1, 1998, the Oklahoma Gas and Electric Company Employee's Stock Ownership Plan was merged into the OGE Energy Corp. Employees' Retirement Savings Plan. The name of the surviving plan was changed to the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan. In addition, the ninth amendment was adopted on July 15, 1998 and was effective November 1, 1998. The amendment implements a Dividend Pass-Through Program in which dividends allocable to shares of OGE Energy stock allocable to assets of the Employee Stock Ownership Plan will be paid in cash to these participants by the Trustee after the merger occurs.

Participation in the Plan is voluntary. Employees are eligible to become participants in the Plan after completing one year of service as defined in the Plan. Participants may contribute any whole percentage between 2% and 15% of their compensation. The first 6% of contributions are called "Regular Contributions," and any contributions over 6% of compensation are called "Supplementary Contributions." Participants may designate at their discretion all or any portion of their Regular and Supplementary Contributions to the Plan as a salary reduction contribution under Section 401(k) of the Internal Revenue Code. Under Section 401(k) of the Internal Revenue Code, the portion of the participant's base salary that is contributed as a "Tax-Deferred Contribution" will not be subject to Federal income tax until such portion is withdrawn or distributed from the Plan. Participant contributions to the Plan are made monthly. Participants can direct that all of their contributions be invested in multiples of 1% in any one or all of the following twelve investment funds, each with a specific investment portfolio goal:

OGE Energy Corp. Common Stock Fund - consists primarily of shares of OGE Energy Corp's (the "Company") common stock contributed by the Company or purchased by the Trustee and shares of the Fidelity U.S. Government fund, which is used to hold the cash used to fund purchases and distributions. All shares of the Fidelity U.S. Government fund held by the plan and the dividends and interest receivable are included in the Company's Common Stock Fund.

Fidelity Asset Manager - consists of approximately 40% stocks, 40% bonds and 20% short-term instruments.

Fidelity Asset Manager: Growth - consists of approximately 65% stocks, 30% bonds and 5% short-term instruments.

Fidelity Asset Manager: Income - consists of approximately 20% stocks, 30% bonds and 50% short-term instruments.

Fidelity Managed Income Portfolio - consists of short-term and long-term investment contracts.

Fidelity Contrafund - consists of common stocks from companies that the Fund's manager believes are undervalued or show potential for growth.

Fidelity Growth & Income Portfolio - consists of foreign and domestic stocks and debt securities.

Fidelity Blue Chip Growth Fund - consists of common stocks of well known, established growth companies.

PIMCO Total Return Administrative - consists mainly of bonds, including U.S. Government, corporate, mortgage and foreign.

PBHG Growth - consists of common stocks of small and medium sized U.S. companies.

Templeton Foreign I - consists mainly of stocks and debt securities of companies and governments of developed or developing countries outside the United States.

Invesco Total Return - consists 30% of stocks, 30% of fixed and variable income securities, and the remaining 40% is allocated between stocks and bonds based on business, economic and market conditions.

The accompanying financial statements have been prepared on the accrual basis of accounting. Investments are carried at market value determined from quoted market prices when available or management's estimate of fair market value or at contract value for investments contracts (See Note 4). Realized gains/losses on sales or dispositions and appreciation/depreciation of plan assets included in the statements of changes in net assets available for plan benefits are based on the change in market value of the assets at the beginning of the plan year or at the time of purchase during the year.

The Company contributes to the Plan on a monthly basis on behalf of each participant an amount equal to 50% of the participant's Regular Contribution for participants with less than 20 years of Plan participation, as defined in the Plan, and an amount equal to 75% of the participant's Regular Contribution for participants with 20 or more years of participation in the Plan. No Company contributions are made with respect to the participant's Supplementary Contribution. The Company's contribution can be made either in cash or in shares of the Company's common stock. If the Company contributes cash, such cash is used to purchase common stock of the Company.

Participants' Regular and Supplementary Contributions are fully vested and non-forfeitable. Participants gradually vest in their allocated share of Company contributions over a seven-year period. After three years of service with the Company, participants become 30% vested in their Company contribution account, vest an additional 10% upon the completion of the following year, and 20% for each subsequent year of participation in the Plan. In addition, participants fully vest when they are eligible for retirement under the Company Employees' Retirement Plan or in the event of death, permanent disability or attainments of age 65.

Forfeitures of the Company's contributions resulting from termination of the participant's interest in the Plan are used to reduce the Company's future contributions. During 1998, there were no material forfeitures that were used to reduce employer contributions. At December 31, 1997 and 1998, there were no material forfeited and unallocated assets. Forfeitures will be reinstated if the participant is re-employed by the Company and returns to the Plan within five years.

The Plan is a qualified plan under provisions of Section 401(a) of the Internal Revenue Code and is exempt from Federal income taxes under provisions of Section 501(a) of the Internal Revenue Code. The Plan has been amended since receiving the determination letter, dated January 12, 1996. However, the Company is of the opinion that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Company believes the Plan is qualified and continues to be tax-exempt. Participants on whose behalf Company contributions are made are not taxed on the amounts contributed by the Company or on any income earned thereon until the receipt of a distribution, pursuant to the terms of the Plan. The taxation of income earned on Plan assets attributable to participants' contributions to the Plan is also deferred until distribution is made. The amount of income taxes applicable to the participants or their beneficiaries upon distribution is prescribed by the Internal Revenue Code and is dependent upon the method of distribution.

The Plan is administered by a committee appointed by the Board of Directors of the Company (the "Financial Programs Committee"). Certain expenses of administering the Plan are expected to be paid by the participants. Participants' accounts are charged five dollars annually for administrative expenses. In addition, participants exercising the loan option are charged five dollars for loan setup and fifteen dollars annually for maintenance. All other administrative expenses are paid by the Company.

The Company intends to continue the Plan indefinitely, but reserves the right to alter, amend, modify, revoke or terminate the Plan at any time upon the direction of the Company's Board of Directors. If the Plan is terminated for any reason, the interests of all participants will be fully vested, and the Financial Programs Committee will direct that the participants' account balances be distributed as soon as practical. The Company has no continuing liability under the Plan after the final disposition of the assets of the Plan.

2. LOANS TO PARTICIPANTS:

The maximum amount which a participant may borrow is the lesser of \$50,000 or 50% of the participant's allocated vested share of the Plan assets. The loans are secured by a portion of the amounts remaining in the participant's account. The Plan allows participants on leave of absence to obtain loans from their account. All loans granted must be repaid pursuant to a written repayment schedule not to exceed five years and evidenced by a written promissory note signed by the borrower. Borrowed amounts do not share in the earnings and losses of the investment funds. Rather, when the loan is repaid, the interest on the loan is credited to the participant's account in the Plan.

The interest rate is equal to the "prime rate," as published in the WALL STREET JOURNAL on the first business day of the month, plus 1%. The range for interest rates was 7% to 10% during 1998.

If a participant should terminate from the Plan, any outstanding loan balance is converted to a distribution.

Loan activity for 1998 was as follows:

Balance at beginning of year	\$ 9,797,722
New loans	5,140,900
Repayment of Principal	(4,862,116)

Balance at end of year	\$10,076,506
	=====

Interest applicable to these loans during 1998 was \$922,890.

3. AMOUNTS DUE TO TERMINATED EMPLOYEES:

As of December 31, 1998 and 1997, there were no participants that had terminated and requested a distribution and had not received payment of the distribution.

4. INVESTMENTS:

Effective June 15, 1998, the outstanding shares of the Company's common stock were split on a two-for-one basis. The new shares were issued to shareowners of record on June 1, 1998. Share and per-share information has been restated to retroactively reflect the stock split. Investments of Company common stock in the OGE Energy Corp. Common Stock Fund at December 31, 1998 and 1997, of \$166,995,026 and \$130,651,227, respectively, are carried at market value (\$29.000 per share and \$27.34375 per share at December 31, 1998 and 1997, respectively) and are comprised of 5,758,449.173 and 4,778,102.000 shares, respectively. At December 31, 1998, the non-participant directed amount of Company common stock included in the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan totaled \$75,168,261. In addition, at December 31, 1998, the participant directed amount included in the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan totaled \$218,104,310.

The Fidelity Managed Income Portfolio investment option is a common collective trust that invests in various investment contracts. This investment option is fully benefit-responsive and is, therefore, recorded at contract value in the accompanying statements of net assets available for benefits. Contract value represents the principal balance of the fund, plus accrued interest at the stated contract rate, less payments received and contract charges by the fund manager. The crediting interest rate is based on the average rates of the underlying investment contracts. The average yield of this fund for the years ended December 31, 1998 and 1997 was 5.81% and 6.17%, respectively. The crediting interest rate at September 30, 1998 and 1997, the Portfolio's fiscal year-end, was 5.89% and 5.80%, respectively. The fair value of the fund approximates contract value at December 31, 1998.

5. HISTORICAL COST INFORMATION:

Disclosure of historical cost information with regard to certain plan investments is required to be presented in the schedules of assets held for investment purposes and reportable transactions (Schedules I and II) in accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Due to the record-keeping system maintained by the trustee, certain of this information cannot be provided.

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AS OF DECEMBER 31, 1998

(a)*	(b) Issuer	(c) Description of Investment	(d) Cost	(e) Market Value
*	OGE Energy Corp.	Common stock, \$0.01 par value	(f)	\$ 166,995,026
*	Fidelity Mgmt. Trust Co.	Asset Manager, mutual fund	(f)	11,401,764
*	Fidelity Mgmt. Trust Co.	Asset Manager: Growth, mutual fund	(f)	23,581,807
*	Fidelity Mgmt. Trust Co.	Asset Manager: Income, mutual fund	(f)	3,136,659
*	Fidelity Mgmt. Trust Co.	Managed Income Portoflio, mutual fund	(f)	18,651,096
*	Fidelity Mgmt. Trust Co.	Contrafund, mutual fund	(f)	17,583,373
*	Fidelity Mgmt. Trust Co.	Growth and Income, mutual fund	(f)	18,857,882
*	Fidelity Mgmt. Trust Co.	Blue Chip Growth, mutual fund	(f)	18,401,268
	PIMCO	Total Return Administrative, mutual fund	(f)	614,083
	PBHG	Growth, mutual fund	(f)	1,002,711
	Templeton	Foreign I, mutual fund	(f)	594,658
	Invesco	Total Return, mutual fund	(f)	475,328
		Participant Loans, interest rates from 7% to 10%	\$10,076,506	10,076,506
	Total investments		-----	\$ 291,372,161 =====

* Party in interest

(f) Historical cost information could not be obtained from the Plan's Trustee

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 1998

Identity of Party (a) Involved	Description of (b) Asset	Purchase (c) Price	Selling (d) Price	Lease (e) Rental	Expenses Incurred in Connection with (f) Transaction
Purchases:					
Fidelity Mgmt. Trust Co. OGE Common Stock Fund	OGE Energy Corp. Common Stock	\$ 30,964,123	\$ ---	\$ ---	\$ ---
Fidelity Mgmt. Trust Co.	Asset Manager: Growth, mutual fd	7,457,298	---	---	---
Fidelity Mgmt. Trust Co.	Managed Income Portfolio, mutual fd	20,252,309	---	---	---
Fidelity Mgmt. Trust Co.	Contrafund, mutual fund	7,829,713	---	---	---
Fidelity Mgmt. Trust Co.	Growth and Income, mutual fund	8,365,518	---	---	---
Fidelity Mgmt. Trust Co.	Blue Chip Growth, mutual fund	11,265,433	---	---	---

Sales and Redemptions:

Fidelity Mgmt. Trust Co. OGE Common Stock Fund	OGE Energy Corp. Common Stock	---	18,709,976	---	---
Fidelity Mgmt. Trust Co.	Asset Manager: Growth, mutual fd	---	5,768,954	---	---
Fidelity Mgmt. Trust Co.	Managed Income Portfolio, mutual fd	---	21,094,336	---	---
Fidelity Mgmt. Trust Co.	Contrafund, mutual fund	---	6,898,906	---	---
Fidelity Mgmt. Trust Co.	Growth and Income, mutual fund	---	4,816,021	---	---
Fidelity Mgmt. Trust Co.	Blue Chip Growth, mutual fund	---	9,702,333	---	---

Identity of Party (a) Involved	Description of (b) Asset	Cost of (g) Asset	Current Value Of Asset on Transaction (h) Date	Net Gain (i) or (Loss)
Purchases:				
Fidelity Mgmt. Trust Co. OGE Common Stock Fund	OGE Energy Corp. Common Stock	\$ 30,964,123	\$ 30,964,123	\$ ---
Fidelity Mgmt. Trust Co.	Asset Manager: Growth, mutual fd	7,457,298	7,457,298	---
Fidelity Mgmt. Trust Co.	Managed Income Portfolio, mutual fd	20,252,309	20,252,309	---
Fidelity Mgmt. Trust Co.	Contrafund, mutual fund	7,829,713	7,829,713	---
Fidelity Mgmt. Trust Co.	Growth and Income, mutual fund	8,365,518	8,365,518	---
Fidelity Mgmt. Trust Co.	Blue Chip Growth, mutual fund	11,265,433	11,265,433	---

Sales and Redemptions:

Fidelity Mgmt. Trust Co. OGE Common Stock Fund	OGE Energy Corp. Common Stock	(j)	18,709,976	(j)
Fidelity Mgmt. Trust Co.	Asset Manager: Growth, mutual fd	(j)	5,768,954	(j)
Fidelity Mgmt. Trust Co.	Managed Income Portfolio, mutual fd	(j)	21,094,336	(j)
Fidelity Mgmt. Trust Co.	Contrafund, mutual fund	(j)	6,898,906	(j)
Fidelity Mgmt. Trust Co.	Growth and Income, mutual fund	(j)	4,816,021	(j)
Fidelity Mgmt. Trust Co.	Blue Chip Growth, mutual fund	(j)	9,702,333	(j)

(j) Historical cost information, and therefore gain or loss information, could not be obtained from the Plan's Trustee

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND RETIREMENT SAVINGS PLAN

ITEM 27b - SCHEDULE OF LOANS IN DEFAULT

AS OF DECEMBER 31, 1998

Identity of Obligator	Original Amount of Loan	Amount Received During Reporting Year Principal	Interest	Unpaid Balance at End of Year	Detailed Description of Loan	Amount Overdue Principal	Interest

Various Participants	\$215,400	\$10,265	\$621	\$150,356	Issued November 28, 1993 through July 17, 1998; interest rates 7% to 10%	\$137,937	\$12,419

EXHIBIT INDEX

Exhibit No. -----	Description -----
1.01	Consent of Independent Public Accountants

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report dated May 28, 1999 included in the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan Form 11-K for the year ended December 31, 1998, into the previously filed Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and Post-Effective Amendment No. 2-B to Registration Statement No. 33-61699.

/s/ Arthur Andersen LLP

Oklahoma City, Oklahoma,
June 29, 1999