FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(h)                       |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  HATFIELD JAMES R  |                                       | suer Name <b>and</b> Ticl<br>SE ENERGY   |   |  |                              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Total Communication (Specify Person)  Director (give title Other (specify Person)) |   |   |  |  |  |
|---|---------------------------------------|--|---|--|------------------------------|--|---|---|---|--|--|--|
| (Last) (First) (Middle) P O BOX 321 MC/1110   |                                       | ate of Earliest Trans<br>30/2004   | (Montl                                  | n/Day/Year)  |                              | below)   | r VP and C  | below)  |   |  |  |  |
| (Street) OKLAHOMA CITY OK 73101   | 4. If                                 | Amendment, Date o  | nal File                                | ed (Month/Da   |                              | 6. Individual or Joint/Group Filing (Check Application)     X Form filed by One Reporting Person     Form filed by More than One Reporting |   |   |   |  |  |  |
| (City) (State) (Zip)  |                                       |  |   |  |                              |  | Person  |   |   |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |                                       |  |   |  |                              |  |   |   |   |  |  |  |
| Da  | Transaction<br>ate<br>lonth/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)                            | 3.<br>Transaction<br>Code (Instr.<br>8) |  | 4. Securities<br>Disposed Of | s Acquired (A) or<br>f (D) (Instr. 3, 4 and 5  |   | Beneficially<br>Owned Followi                     | 6. Own<br>Form: I<br>(D) or I<br>(I) (Inst                                      | Direct Inc<br>ndirect Be<br>r. 4) Ov                                     | Nature of<br>lirect<br>neficial<br>vnership                        |  |
|   |                                       |  | Code                                    | v  | Amount                       | (A) or<br>(D)  | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)    |   | (In  | Instr. 4)  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | M                                       |  | 17,900                       | A  | \$18.25   | 33,435  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | M                                       |  | 17,266                       | A  | \$16.68   | 50,701  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 2,000                        | D  | \$24.16   | 48,701  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 1,800                        | D  | \$24.15   | 46,901  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 4,300                        | D  | \$24.14   | 42,601  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 2,466                        | D  | \$24.13   | 40,135  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 2,300                        | D  | \$24.12   | 37,835  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 5,800                        | D  | \$24.11   | 32,035  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 5,700                        | D  | \$24.1  | 26,335  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 700                          | D  | \$24.09   | 25,635  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 600                          | D  | \$24.08   | 25,035  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 1,300                        | D  | \$24.07   | 23,735  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 01/30.   |                                       |  | S                                       |  | 1,100                        | D  | \$24.06   | 22,635  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            | 004  |   |  | 2,100                        | D  | \$24.05   | 20,535  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 1,400                        | D  | \$24.04   | 19,135  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            | 004  |   |  | 200                          | D  | \$24.03   | 18,935  | I   |  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 300                          | D  | \$24.02   | 18,635  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 100                          | D  | \$24.01   | 18,535  | I   | )  |  |  |
| Common Stock - \$.01 par value per share 0  | 01/30/2004                            |  | S                                       |  | 3,000                        | D  | \$24  | 15,535  | I   |  |  |  |
| Common Stock - \$.01 par value per share  | 01/30/2004                            |  | P                                       |  | 0(3)                         | A  | (3)   | 2,386.4637  | 2(3)  |  | etirement<br>ivings  |  |
|   |                                       | Securities Acquality   |   |  |                              |  |   | y Owned   |   |  |  |  |
| 1. Title of Derivative Security  1. Title of Conversion or Exercise (Month/Day/Year)  3. Transaction Date Execution Date, if any (Month/Day/Year) |                                       | ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                              |  | nd Amounties ng e Security and 4)   | Derivative Security (Instr. 5) Ow Fol Re Tra (In: | Number of rivative curities neficially wned llowing ported ansaction(s) str. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   | Code                                  | V (A) (D)  | Date<br>Exercis                         | sable  | Expiration<br>Date           | Title  | or<br>Number<br>of<br>Shares  |   |   |  |  |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |  |   |  |     |   |                     |   |  |  |  |        |   |  |
|--|---|--|--|---|--|-----|---|---------------------|---|--|--|--|--------|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Conversion or Exercise (Month/Day/Year)   Execution Date, if any code (Instr. Security in the following the following in Exercise (Month/Day/Year)   Execution Date, if any code (Instr. Security in the following |  | vative<br>urities<br>uired<br>or<br>oosed<br>O) (Instr. | 6. Date Exert<br>Expiration Day/\(\text{Month/Day/\}\) | ate | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |        |   |  |
|  |   |  |  | Code  | v  | (A) | (D)   | Date<br>Exercisable | Expiration<br>Date                                  | Title  | Amount<br>or<br>Number<br>of<br>Shares                                   |  |        |   |  |
| Stock<br>Options<br>(right to<br>buy)  | \$18.25   | 01/30/2004   |  | М   |  |     | 17,900  | (1)                 | 01/19/2010  | Common<br>Stock  | 17,900   | \$0  | 0      | D |  |
| Stock<br>Options<br>(right to<br>buy)  | \$16.685  | 01/30/2004   |  | M   |  |     | 17,266  | (2)                 | 01/27/2013  | Common<br>Stock  | 17,266   | \$0  | 34,534 | D |  |

## **Explanation of Responses:**

- 1. The option vests in three equal installments beginning on January 19, 2001.
- $2. \ The \ option \ vests \ in \ three \ equal \ installments \ beginning \ on \ January \ 27, \ 2004.$
- 3. The information herein is based on a Retirement Savings Plan Statement dated January 30, 2004. 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 January 30, 2004 and includes shares credited during 2004 that were exempt from reporting pursuant to Rule 16A03(f)(t)(i)(B). The number of shares of common stock owned at january 30, 2004, was determined by dividing the dollar value of such units by the closing sale price of the common stock on January 30, 2004.

Carla D. Brockman 02/03/2004

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Carla D. Brockman and James R. Hatfield, signing singly, the undersigneds true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigneds capacity as a director and/or officer of OGE Energy Corp. (the Company), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder:
- (11) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (111) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each attorney-in-fact named above full power and authority to do and perform any and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do it personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of November, 2002.

Carla D. Brockman James R. Hatfield, Pursuant to Power of Attorney being filed herewith