SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT, OFFICIAL TEXT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

OGE ENERGY CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required

[ ] Fee Computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

OGE ENERGY CORP.

PROXY STATEMENT
AND
NOTICE OF ANNUAL MEETING
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MAY 27, 1999

OGE ENERGY CORP.
[LOGO]

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NOTICE OF ANNUAL MEETING
OF SHAREOWNERS
AND PROXY STATEMENT

THURSDAY, MAY 27, 1999, AT 10:00 A.M.

OKLAHOMA CITY MARRIOTT HOTEL
3233 NORTHWEST EXPRESSWAY
OKLAHOMA CITY, OKLAHOMA

OGE ENERGY CORP.

March 29, 1999

DEAR SHAREOWNER:

You are cordially invited to attend the annual meeting of OGE Energy Corp. at 10:00 a.m. on Thursday, May 27, 1999, at the Oklahoma City Marriott Hotel, 3233 Northwest Expressway, Oklahoma City, Oklahoma.

The matters to be voted on at the meeting are described in the Notice of Annual Meeting of Shareowners and Proxy Statement on the following pages.

Even though you may own only a few shares, your proxy is important in making up the total number of shares necessary to hold the meeting. Whether or not you plan to attend the meeting, please vote your shares as soon as possible. A return envelope for your proxy card is enclosed for your convenience. This year, for the first time, shareowners also have the option of voting by telephone. A toll-free number and instructions are included on the proxy card. Your cooperation will be appreciated.

Those arriving before the meeting will have the opportunity to visit informally with the management of your Company. In addition to the business portion of the meeting, there will be reports on our current operations and outlook.

Your continued interest in the Company is most encouraging and, on behalf of the Board of Directors and employees, of the Company, I want to express our gratitude for your confidence and support.

Very truly yours,

/s/ Steven E. Moore
Steven E. Moore
Chairman of the Board, President
and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREOWNERS

The Annual Meeting of Shareowners of OGE Energy Corp. will be held on Thursday, May 27, 1999, at 10:00 a.m. at the Oklahoma City Marriott Hotel, 3233 Northwest Expressway, Oklahoma City, Oklahoma, for the following purposes:

(1) To elect three directors to serve for a three-year term; and

(2) To transact such other business as may properly come before the meeting.

The map on page 19 will assist you in locating the Oklahoma City Marriott Hotel.

Shareowneres who owned stock on March 19, 1999, are entitled to notice of and to vote at this meeting or any adjournment of the meeting. A list of such shareowners will be available, as required by law, at our principal offices at 321 N. Harvey, Oklahoma City, Oklahoma 73102.

/s/ Irma B. Elliott
Irma B. Elliott
Vice President and Secretary

Dated: March 29, 1999

IMPORTANT -- YOUR PROXY CARD IS ENCLOSED IN THIS ENVELOPE

To assure your representation at the meeting, please vote your shares by telephone or sign, date and return the proxy promptly in the enclosed envelope. No postage is required for mailing in the United States. If your shares are held in the name of a broker, trust, bank or other nominee and you plan to attend the meeting and vote your shares in person, you should bring with you a proxy or letter from the broker, trustee, bank or nominee confirming your beneficial ownership of the shares.

PROXY STATEMENT

March 29, 1999

INTRODUCTION

The Annual Meeting of Shareowners of OGE Energy Corp. (the "Company") will be held at the Oklahoma City Marriott Hotel, 3233 Northwest Expressway, Oklahoma City, Oklahoma, on May 27, 1999, at 10:00 a.m. For the convenience of those shareowners who may attend the meeting, a map is printed on page 19 that gives directions to the Oklahoma City Marriott Hotel. At the meeting, it is intended that the first item in the accompanying notice will be presented for action by the owners of the Company's Common Stock. The Board of Directors does not now know of any other matters to be presented at the meeting, but, if any other matters are properly presented to the meeting for action, the persons named in the accompanying proxy will vote upon them in accordance with their best judgment.

Your Board of Directors is sending you this proxy statement in connection with the solicitation of your proxy for use at the Annual Meeting. When you vote by telephone or sign the proxy card, you appoint Steven E. Moore, Herbert H. Champlin, and Bill Swisher as your representatives at the Annual Meeting. Messrs. Moore, Champlin, and Swisher will vote your shares, as you have instructed them, at the Annual Meeting. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the meeting, it is a good idea to vote your shares in advance of the meeting, just in case your plans change.

If an issue comes up for vote at the meeting that is not on the proxy card, Messrs. Moore, Champlin and Swisher will vote your shares, under your proxy, in accordance with their best judgment.

VOTING PROCEDURES; REVOCATION OF PROXY

You may vote by mail, by phone or in person. To vote by mail, simply complete and sign the proxy card and mail it in the enclosed, prepaid and preaddressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you return a signed card but do not provide voting instructions, your shares will be voted FOR the three named nominees.

Shareowners of record also may vote by using the toll-free number listed on the proxy card. Telephone voting also is available to shareowners who hold their shares in the Dividend Reinvestment and Stock Purchase Plan and the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan (the "Retirement Savings Plan"). The telephone voting procedure is designed to verify shareowners through use of a Control Number that is provided on each proxy card. This procedure allows you to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you do not have to mail in your proxy card. Please see your proxy card for specific instructions.

If you wish to vote in person, we will pass out written ballots at the meeting. If you hold your shares in street name (i.e., they are held by your broker in an account for you), you must request a legal proxy from your broker in order to vote at the meeting.

If you change your mind after voting your proxy, you can revoke your proxy and change your vote at any time before the polls close at the meeting. You can revoke your proxy by either signing another proxy with a later date, by voting by telephone or by voting again at the meeting. Alternatively, you may provide a written statement to the Company (attention Irma B. Elliott, Vice President and Corporate Secretary) of your intention to revoke your proxy.

RECORD DATE; NUMBER OF VOTES

If you owned shares of our Common Stock at the close of business on March 19, 1999, you are entitled to one vote per share upon each matter presented at the meeting.

On March 1, 1999, there were 77,801,317 shares of Common Stock outstanding. The Company does not have any other outstanding class of stock. No person holds of record or, to our knowledge, beneficially owns more than 5% of our Common Stock.

EXPENSES OF PROXY SOLICITATION

We will pay all costs associated with preparing, assembling and mailing the proxy cards and proxy statements. We also will reimburse brokers, nominees, fiduciaries and other custodians for their expenses in forwarding proxy materials to shareowners. Officers and other employees of the Company may solicit proxies by mail, personal interview, telephone and/or telegraph. In addition, we have retained Morrow & Co., Inc. to assist in the solicitation of proxies, at a fee of approximately $7,000 plus associated costs and expenses. Our employees will not receive any additional compensation for soliciting proxies.

MAILING OF PROXY STATEMENT AND ANNUAL REPORT

This proxy statement and the enclosed proxy were mailed on or about March 29, 1999. We mailed our Annual Report for the year 1998 on or about March 29, 1999, to all of our shareowners who owned stock on March 19, 1999.

VOTING UNDER PLANS

If you are a participant in our Retirement Savings Plan (RSP), you will receive a RSP voting directive for shares allocated to your account under the RSP. The Trustee for the RSP will vote such shares as instructed by you in your RSP voting directive. If you do not return a RSP voting directive, the Trustee will not vote your allocated RSP shares. The Trustee, however, will vote all unallocated RSP shares held in the RSP, in the same proportion that all allocated shares in the RSP are voted.

If you are a participant in our Dividend Reinvestment and Stock Purchase Plan (DRIP), your proxy will represent the shares held on your behalf under the DRIP and such shares will be voted in accordance with the instructions on your proxy. If you do not vote your proxy, your shares in the DRIP will not be voted.

VOTING OF SHARES HELD IN STREET NAME BY YOUR BROKER

Brokerage firms have authority under New York Stock Exchange Rules to vote customers' unvoted shares on certain "routine" matters, including the election of directors. If you do not vote your proxy, your brokerage firm may either vote your shares on routine matters or leave your shares unvoted. We encourage you to provide instructions to your brokerage firm by voting your proxy. This ensures your shares will be voted at the meeting. When a brokerage firm votes its customers' unvoted shares on routine matters, these shares are counted for purposes of establishing a quorum to conduct business at the meeting. A brokerage firm, however, cannot vote customers' shares on non-routine matters. Accordingly, these shares (sometimes referred to as broker non-votes) are considered not entitled to vote on non-routine matters, rather than as a vote against the matter.

PROPOSAL NO. 1 - ELECTION OF DIRECTORS

The Board of Directors of the Company presently consists of nine members. The directors are classified into three groups. One class of directors is elected at each year's Annual Meeting for a three-year term and to continue in office until their successors are elected and qualified. The following three persons are the nominees of the Board to be elected for such three-year term at the Annual Meeting to be held on May 27, 1999: Mr. Herbert H. Champlin, Mrs. Martha W. Griffin and Dr. Ronald H. White. Each of these individuals is currently a director of the Company whose term as a director is scheduled to expire at the Annual Meeting.

The enclosed proxy, unless otherwise specified, will be voted in favor of the election as directors of the previously listed three nominees. The Board of Directors does not know of any nominee who will be unable to serve, but if any of them should be unable to serve, the proxy holder may vote for a substitute nominee. No nominee or director owns more than .08% of any class of voting securities of the Company.

For the nominees described herein to be elected as directors, they must receive a majority of the votes of shares of Common Stock present in person or by proxy and entitled to vote. Withholding authority is treated as a vote against.

Each director of the Company is also a director of the Company's principal subsidiary, Oklahoma Gas and Electric Company ("OG&E"). The Company became the parent company of OG&E pursuant to a corporate reorganization, effective December 31, 1996.

INFORMATION ABOUT DIRECTORS AND NOMINEES

The following contains certain information as of March 1, 1999, concerning the three nominees for directors, as well as the directors whose terms of office extend beyond the Annual Meeting on May 27, 1999.

NOMINEES FOR ELECTION FOR TERM EXPIRING AT 2002 ANNUAL MEETING OF SHAREOWNERS

HERBERT H. CHAMPLIN, 61, is President of Champlin Exploration, Inc., an independent oil producer, and President of Enid Data Systems, computer marketers, both located in Enid, Oklahoma. Mr. Champlin has been a director of the Company since December 31, 1996 and of OG&E since 1982, and is chairman of the audit committee and a member of the nominating committee of the Board. Mr. Champlin also was engaged separately during 1998 as a part of his principal business occupation in the petroleum industry and had interests in oil and gas wells

[Photo]

MARTHA W. GRIFFIN, 64, owner of Martha Griffin White Enterprises, is presently engaged in the management of her personal investments, the operation of a ranch and various civic activities. Prior to September 30, 1994, she served as Chairman of the Board of Griffin Television, Inc., located in Oklahoma City, Oklahoma, and Chairman of the Board of Griffin Food Company (a subsidiary of Griffin Television, Inc.). Mrs. Griffin has been a director of the Company since December 31, 1996 and of OG&E since 1987, and is chairman of the nominating committee and a member of the audit committee of the Board. During 1998, Mrs. Griffin was also a major stockholder of television station KWTV, Channel 9, Oklahoma City, Oklahoma. During 1998, OG&E paid an aggregate of approximately $232,139 to KWTV for showing television commercials of OG&E. This television time was purchased by contract with the station, and the rate paid was no less favorable to OG&E than the rate that would have been paid to similar stations in the Oklahoma City area.

[Photo]

RONALD H. WHITE, M.D., 62, is a practicing cardiologist and is President and Chief Executive Officer of Cardiology, Inc. in Oklahoma City. He serves as a member of the Board of Directors of INTEGRIS Baptist Medical Center of Oklahoma City, and was a member of the Board of Regents of the University of Oklahoma for 14 years. Dr. White has been a director of the Company since December 31, 1996 and of OG&E since 1989, and is a member of the audit and nominating committees of the Board.

[Photo]

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DIRECTORS WHOSE TERMS EXPIRE AT 2001 ANNUAL MEETING OF SHAREOWNERS

LUKE R. CORBETT, 52, is Chief Executive Officer of Kerr-McGee Corporation, which is engaged in oil and gas exploration and production and chemical operations. He has been employed by Kerr-McGee Corporation for more than 14 years, having served as Chairman and Chief Executive Officer from 1997 to 1999; President and Chief Operating Officer from 1995 to 1997; and Group Vice President from 1992 to 1995. Mr. Corbett also serves as a member of the Board of Directors of Devon Energy Corporation and BOK Financial Corporation. Mr. Corbett has been a director of the Company since December 31, 1996, and of OG&E since December 1, 1996 and is a member of the audit committee of the Board.

[Photo]

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ROBERT KELLEY, 53, is Chairman, President and Chief Executive Officer of Noble Affiliates, Inc., an independent energy company with exploration and production operations in the United States and international operations in China, Equador, Equatorial Guinea and the U.K. sector of the North Sea. He also serves as President and Chief Executive Officer of Samedan Oil Corporation, Chairman and Chief Executive Officer of Noble Gas Marketing Inc., and President and Chief Executive Officer of Noble Trading, Inc., wholly-owned subsidiaries of Noble Affiliates, Inc. Mr. Kelley has been a director of the Company since December 31, 1996 and of OG&E since January 17, 1996, and is a member of the audit and compensation committees of the Board.

[Photo]

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BILL SWISHER, 68, is Chairman of the Board of CMI Corporation, a manufacturer of road construction equipment that is located in Oklahoma City, Oklahoma. Mr. Swisher has been a director of the Company since December 31, 1996 and of OG&E since 1979, and is chairman of the compensation committee and a member of the audit committee of the Board.

[Photo]

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DIRECTORS WHOSE TERMS EXPIRE AT 2000 ANNUAL MEETING OF SHAREOWNERS

WILLIAM E. DURRETT, 68, is Senior Chairman of the Board, American Fidelity Corporation, an insurance holding company and President and Chief Executive Officer of North American Insurance Agency, Inc. From November 1989 to 1998, Mr. Durrett served as Chairman, President and Chief Executive Officer of American Fidelity Corporation. He also serves as a member of the Boards and holds various executive positions in numerous other subsidiaries of American Fidelity Corporation. He also serves as a director of BOK Financial Corporation and Chairman of the Board of Integris Health. Mr. Durrett has been a director of the Company since December 31, 1996, and of OG&E since March 1991, and is a member of the audit and compensation committees of the Board.

[Photo]

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H. L. Hembree, III, 67, is Managing Partner of Sugar Hill Partners, a family partnership engaged in trucking, tire remanufacturing, agriculture and oil and gas exploration, located in Fort Smith, Arkansas. Prior to 1998, he was Chairman of the Executive Committee of Merchants National Bank, Fort Smith, Arkansas. He has been a director of the Company since December 31, 1996, and of OG&E since 1985, and is a member of the compensation committee of the Board.

[Photo]

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STEVEN E. MOORE, 52, is Chairman, President and Chief Executive Officer of the Company and of OG&E, having been appointed to such positions with the Company effective December 31, 1996. Mr. Moore was appointed President of OG&E in August 1995, and as Chief Executive Officer and Chairman of OG&E in May 1996. Mr. Moore has been employed by OG&E for more than 24 years, having previously served as Senior Vice President of Law and Public Affairs. He also serves as a director of BOK Financial Corporation and has served on many industry-wide committees in the electric utility industry. Mr. Moore has been a director of the Company since 1996 and of OG&E since October 1995.

[Photo]

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INFORMATION CONCERNING THE BOARD OF DIRECTORS

Each member of our Board of Directors is also a director of OG&E. The Board of Directors of the Company met on 6 occasions during 1998 and the Board of Directors of OG&E met on 6 occasions during 1998. Each director attended 100% of the total number of meetings of the Boards of Directors and the committees of the Boards on which he or she served, with the exception of Messrs. Hembree and Kelley, who attended approximately 90% of such total number of meetings.

COMMITTEES. The committees of the Company's Board of Directors include a compensation committee, an audit committee and a nominating committee. The Directors who are members of the various committees of the Company serve in the same capacity for purposes of the OG&E Board.

The members of the committees, and the duties and responsibilities of the committees are described below.

NAME OF COMMITTEE AND MEMBERS	FUNCTIONS OF THE COMMITTEE	NUMBER OF MEETINGS IN 1998
COMPENSATION COMMITTEE: William E. Durrett H.L. Hembree, III Robert Kelley Bill Swisher*	Reviews and recommends o compensation of principal officers o salary policy o benefit programs o compensation for outside directors o future objectives and goals of Company	4
AUDIT COMMITTEE: Herbert H. Champlin* Luke R. Corbett William E. Durrett Martha W. Griffin Robert Kelley Bill Swisher Ronald H. White	Reviews and recommends o internal audit procedures o engagement of independent public accountants o matters having a material effect upon financial operations Reviews with independent accountants results of auditing engagement	2
NOMINATING COMMITTEE: Herbert H. Champlin Martha W. Griffin* Ronald H. White	Reviews and recommends o nominees for election as directors o membership of director committees	2

* Chairperson

SHAREOWNER NOMINATIONS FOR DIRECTORS. It is expected that the nominating committee will consider nominees recommended by shareowners in accordance with our By-laws. Our By-laws provide that if you intend to nominate director candidates for election at an Annual Meeting of Shareowners you must deliver written notice to the Corporate Secretary not later than 90 days in advance of the meeting. The notice must set forth certain information concerning you and the nominee(s), including each nominee's name and address, a representation that you are entitled to vote at such meeting and intend to appear in person or by proxy at the meeting to nominate the person or persons specified in your notice, a description of all arrangements or understandings between you and each nominee and any other person pursuant to which the nomination or nominations are to be made by you, such other information as would be required to be included in a proxy statement soliciting proxies for the election of the nominee(s) and the consent of each nominee to serve as a director if so elected. The chairman of the Annual Meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

DIRECTOR COMPENSATION. Compensation of non-officer directors of the Company during 1998 consisted of an annual retainer fee of $35,500, of which $2,000 was payable monthly in cash (the same amount that has been paid monthly since August 1994) and $11,500 was deposited in the director's Stock Account under the Directors' Deferred Compensation Plan and converted to 411.633 common stock units based on the closing price of the Company's Common Stock on November 30, 1998. In addition, all non-officer directors received $1,000 for each Board meeting and $1,000 for each committee meeting attended. These amounts represent the total fees paid to directors in their capacities as directors of the Company and OG&E.

Under the Directors' Deferred Compensation Plan, non-officer directors may defer payment of all or part of their attendance fees and the cash portion of their annual retainer fee, which deferred amounts are, at their election, credited to a Dollar Account or a Stock Account or a combination of both, on the date the deferred amounts otherwise would have been paid.

Amounts credited to the Dollar Account accrue interest approximately equal to the commercial paper rate for established companies. Amounts credited to the Stock Account are converted into common stock units equal in number to the number of shares of the Company's Common Stock which the amounts would purchase based on the fair market value of the Company's Common Stock on the date the amounts would otherwise be paid. The Stock Account is credited on each dividend payment date for the Company's Common Stock with additional common stock units by dividing the aggregate cash dividend which would have been paid if existing common stock units were actual shares of the Company's Common Stock by the fair market value of the Company's Common Stock as of the dividend payment date.

When an individual ceases to be a director of the Company, all amounts credited under the Plan are paid in cash in a lump sum or installments, with the value of common stock units based on the fair market value of the Company's Common Stock at the time of payment. In addition, amounts that are credited to the Stock Account are automatically transferred to a Dollar Account upon the occurrence of certain mergers and related transactions in which the Company is not the survivor. As an alternative to these investment options, a non-officer director may have all or any deferred portion of the attendance fees and the cash portion of the annual retainer fee applied to purchase life insurance for the director.

Historically, for those directors who retired from the Board of Directors after 10 years or more of service, the Company and OG&E continued to pay their annual cash retainer until their death. In November 1997, the Board eliminated this retirement policy for directors. Directors who retired prior to November 1997, however, will continue to receive benefits under the former policy.

EXECUTIVE OFFICERS' COMPENSATION

The Compensation Committee of the Board of Directors of the Company (the "Committee") administers our executive compensation program. The Committee's report on compensation paid to executive officers during 1998 is set forth below.

REPORT OF COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

GENERAL. The primary goals of the Committee in setting executive compensation in 1998 were: (i) to provide a total compensation package that would enable us to attract and retain key executives and (ii) to align the interests of our executives with those of our shareowners and also with our performance.

Compensation of our executive officers in 1998 was comprised primarily of salary, annual awards under our Annual Incentive Compensation Plan, long-term awards under our Stock Incentive Plan, and benefits under our Employees' Retirement Savings Plan and pension plan. Virtually all of our employees, including executive officers, are eligible to participate in the Retirement Savings Plan and pension plan. Both the Retirement Savings Plan and pension plan have a supplemental restoration plan that enables executive officers to receive the same benefits that they would have received in the absence of limitations imposed by the federal tax laws on contributions or payouts. In addition, a Supplemental Executive Retirement Plan (the "SERP"), which was adopted in 1993, offers attractive pension benefits to lateral hires. The SERP is not expected to benefit present executive officers generally who remain employed by the Company or OG&E until age 65. In reviewing the benefits under the SERP, Retirement Savings Plan, pension plan and related restoration plans, the Committee sought in 1998 to provide participants with benefits at least commensurate with those offered by other utilities of comparable size. The restoration plans for the Retirement Savings Plan and pension plan contain provisions requiring their immediate funding in the event of certain mergers, consolidations or tender offers involving the Company.

In recent years, the Committee has significantly altered the structure of the executive compensation system and the composition of the individual compensation packages, shifting from a compensation system based in large part on individual performance and continued employment to a compensation system that places a significant portion of compensation at risk dependent on the performance of the Company and its subsidiaries. Also, in an effort to ensure the continued competitiveness of our executive compensation policies, the Committee in 1997 changed the groups of companies whose compensation data was considered in setting compensation for our executive officers. Base salary continued to be set generally at approximately the average of the compensation paid to similar executives within the approximately 120 electric utilities included in the Edison Electric Institute Survey1 (the "Base Salary Survey Group"). Yet, in making long-term and annual incentive compensation awards, the Committee generally sought to set such awards at approximately the 25th percentile of the awards made to similar executives in the Towers Perrin General Industry Compensation Data Bases 1 (the "Incentive Compensation Survey Group"), which as the name implies includes companies of comparable size from other industries, not just utility companies. This change caused the Company's executive officers in 1997 and 1998 to receive a greater portion of their total compensation in incentive-based awards than they had in prior years.

A Federal tax law currently limits our ability to deduct an executive's compensation in excess of $1,000,000 unless such compensation qualifies as "performance based compensation" or certain other exceptions are met. This law did not impact us in 1998. The Committee has continued to analyze the structure of its salary and various compensation programs in light of this law. The Committee's present intent is to take appropriate steps to ensure the continued deductibility of its executive compensation. For this reason, the Committee and the Board of Directors recommended, and the shareowners approved, the Stock Incentive Plan and a new Annual Incentive Plan at the 1998 Annual Meeting so that certain compensation payable thereunder would qualify for the "performance based compensation" exception to the $1,000,000 deduction limit and thereby continue to be deductible by the Company.

BASE SALARY. The base salaries for our executive officers in 1998 were designed to be competitive with the Base Salary Survey Group and generally approximated the salary at the 50th percentile of the range for comparable executives employed by companies in the Base Salary Survey Group. Actual base salaries were determined based on individual performance and experience. The salaries of executive officers for 1998 were determined in November 1997, with an effective date of January 1, 1998 and were subject to adjustment during the year if an individual's duties and responsibilities changed.

ANNUAL INCENTIVE COMPENSATION PLAN. Awards with respect to 1998 performance were made under the old Annual Incentive Compensation Plan to 47 employees, including all executive officers. The Plan was designed to provide key management personnel with annual incentive awards, the payment of which is tied to the achievement of specified Company objectives relating to profitability. Payouts of the awards were in cash and were dependent primarily on the achievement of the corporate and individual goals that were established by the Committee in January 1998. The corporate goals were based: (i) 50% on total shareowner return compared to a peer group of utilities and an earnings per share target established by the Committee and (ii) 50% on operating and maintenance expense and capital expense targets established by the Committee. The amount of the award for each executive officer was expressed as a percentage of base salary (the "targeted amount"), with the officer having the ability, depending upon achievement of corporate goals, to receive from 0% to 150% of such targeted amounts. For 1998, the targeted amounts ranged from 20% to 50% of base salary and approximated the 25th percentile of the level of such awards granted to comparable executives employed by companies in the Incentive Compensation Survey Group.

The percentage of the targeted amount that an officer ultimately received was subject to being increased or decreased by up to 20% at the discretion of the Committee, depending on the individual's achievement of pre-established personal goals approved by the Committee. In no event, however, were any payouts made unless the specified minimum corporate performance goals were satisfied. For 1998, our earnings per share ($2.04) and capital expense both were better than the target levels, while the operating and maintenance expenses and total shareholder return were below the target levels. Corporate performance in 1998 and performance by executive officers of their pre-established personal goals resulted in payouts ranging from 128% to 134% of their target amounts and from 25.7% to 66.75% of their base salaries.

As noted above, shareowners approved a new Annual Incentive Plan at the 1998 Annual Meeting of

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1 The companies in the Base Salary Survey Group and Incentive Compensation Survey Group are not the same as the utilities in the Dow Jones Electric Index utilized in the Stock Performance Graph on page 16. The Base Salary Survey Group and Incentive Compensation Survey Groups were selected by Towers Perrin and, in the judgment of the Committee, are appropriate peer groups to use for compensation purposes.

Shareowners. The new Plan has replaced the old Annual Incentive Plan with respect to annual awards in 1999 and subsequent years. The new Annual Incentive Plan is expected to operate in the same general fashion as the old plan, except that the Committee will cease to have the discretion to increase, based on individual performance, the amount payable to any of our top five most highly-paid executive officers.

LONG-TERM AWARDS. Another significant component of executive compensation in 1998 was long-term awards under our Company's Stock Incentive Plan, which, as noted above, also was approved by the shareowners at the 1998 Annual Meeting. The Plan provides for the grant of any or all of the following types of awards: stock options, stock appreciation rights, restricted stock and performance units. In 1998, the Committee made awards of stock options and restricted stock. In making awards of restricted stock and stock options, the Committee considered numerous factors as discussed below and sought generally to provide executives with an aggregate value of restricted stock and stock options equal to the expected value of long-term incentives payable to executives in the 25th percentile of the Incentive Compensation Survey Group. For 1998, this long-term targeted amount was awarded 50% in restricted stock and 50% in stock options for each executive officer, except for Messrs. Moore and Strecker who received 33 1/3% in restricted stock and 66 2/3% in stock options.

Stock options were granted to executive officers during the first quarter of 1998 at an exercise price equal to the fair market value at the date of the grant. The options have a 10-year term and vest over 3 years, with one-third of the options becoming exercisable at the end of each year. Since options were granted with an exercise price equal to the market value of our Common Stock at the time of grant, they provide no value unless our stock price increases after the options are granted. These awards are thus tied to stock price appreciation in excess of the stock's value at time of grant, rewarding executives as if they shared in the ownership of the Company. The number of shares subject to options for each executive officer was determined by taking the expected value to be provided in options, as determined above, and dividing that amount by the estimated current value of an option for our stock using the Black-Scholes Option Pricing methodology provided by an outside compensation consultant. This resulted in executive officers receiving stock options with an estimated value of approximately 13.3% to 40% of their 1998 base salaries.

The restricted stock awards in 1998 under the Stock Incentive Plan were similar to the awards in prior years under the former Restricted Stock Plan. Each share of restricted stock is subject to a Restriction Period of three years during which the share is subject to forfeiture if the recipient of the share ceases to render substantial services to the Company or a subsidiary for any reason (other than death, disability or normal retirement) and during which the share may not be transferred.

Awards of restricted stock under the Stock Incentive Plan were made at the end of 1998 and were based on the individual's performance during 1998. In evaluating an individual's performance, the Committee considered individual job performance, experience and individual characteristics such as leadership and dedication, with no particular weight given to one factor over another. As noted above, the Committee also considered the long-term incentives awarded to similar executives by corporations in approximately the 25th percentile of the Incentive Compensation Survey Group and awarded restricted stock to executive officers having a value (based on the fair market value of the Company's Common Stock on the date of the award) of approximately 6.7% to 20% of such executive officer's anticipated 1999 base salary.

As in prior years, each share of restricted stock awarded in 1998 is subject to forfeiture during a Restriction Period. Moreover, as in prior years, the shares awarded in 1998 to all the executive officers contained a significant additional condition. Such officers generally will be entitled at the end of the Restriction Period of three years to keep the full amount of the shares awarded to them only if the Company during such period meets or exceeds a specific return on equity target as compared to the return on average equity for the approximately 90 electric and combination utility companies (including utility holding companies) shown in the Merrill Lynch & Co., Inc. Data Sheet-Electric and Combination Utility Companies (the "Merrill Lynch Index") with the officer receiving fewer shares and possibly no shares depending on the Company's performance relative to the performance of the companies in the Merrill Lynch Index. The Committee's rationale for this additional condition was to continue to reward past service and to align the officers' interests with those of our shareowners and, at the same time, to tie the restricted stock awards directly to long-term corporate performance. The amount of shares awarded in 1998 that an officer will ultimately receive will not be determined until the end of 2001. Prior awards of restricted stock were not considered by the Committee in making awards in 1998.

CEO COMPENSATION. The 1998 compensation for Mr. Moore consisted of the same components as the compensation for other executive officers. Mr. Moore's 1998 salary was increased from $425,000 to $460,000, effective January 1, 1998, and his 1998 targeted award under the Annual Incentive Plan was set at 50% of his base salary, which the Compensation Committee believed were appropriate levels based on his performance and his prior experience. As a result of 1998 performance as described above, he received a payout of $307,050 under the Annual Incentive Plan, representing 134% of his composite targeted award, of which 114% was attributable to corporate performance and 20% was attributable to his individual performance. The awards of restricted stock and stock options made to Mr. Moore were based on his prior performance and a comparison of his award to the long-term compensation of other chief executive officers in the 25th percentile of the Incentive Compensation Survey Group. Consideration also was given to Mr. Moore's prior experience with the Company and OG&E, his demonstrated leadership skills and his positive reputation within the community and utility industry. Based on these factors, the Committee determined to grant Mr. Moore a restricted stock award having an approximate value at the date of its grant of 20% of his anticipated base salary for 1999 and stock options having an expected value of approximately 40% of his 1998 base salary. As was the case with respect to awards of restricted stock to other key officers, Mr. Moore's ultimate receipt of the shares awarded to him will be dependent upon the Company's achievement of specified return on equity targets during 1999, 2000 and 2001.

CONCLUSION. The Committee believes that our Company's executive compensation system serves the interests of the Company and our shareowners effectively. The Committee takes very seriously its responsibilities with respect to our executive compensation system. To this end, the Committee will continue to monitor and revise the compensation policies as necessary to ensure that our compensation system continues to meet the needs of the Company and our shareowners.

COMPENSATION COMMITTEE

Bill Swisher, Chairman
William E. Durrett, member
Hugh L. Hembree, III, member
Robert Kelley, member

SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation paid or to be paid by us or any of our subsidiaries to the Chief Executive Officer and four other most highly compensated executive officers for the past three years. To the extent the table shows zeros for other annual compensation, stock options, stock appreciation rights or payouts under long-term incentive plans for a particular year, no amounts were required to be reported in such year or, in the case of other annual compensation, the amounts were below the threshold required for disclosure under the SEC's rules.

		Annual Compensation			Long Term Compensation - Awards		Long Term Compensation - Payouts	
Name and Principal Position	Year	Salary ($)	Bonus(1) ($)	Other Annual Compensation ($)	Restricted Stock Awards(2) ($)	Securities Underlying Options/ SAR(#)	LTIP Payouts ($)	All Other Compensation(3) ($)
S.E. Moore, Chairman,	1998	460,000	307,050	0	99,000	104,000	0	50,754
President and	1997	416,667	246,500	0	91,982	0	0	38,309
chief Executive Officer	1996	337,708	146,072	0	101,291	0	0	28,489
A.M. Strecker	1998	297,500	158,866	0	58,667	41,400	0	35,165
Executive Vice President	1997	225,500	116,218	0	36,630	0	0	14,987
and Chief Operating Officer	1996	206,667	62,816	0	51,653	0	0	19,242
J.T. Coffman	1998	175,000	70,088	0	22,167	12,400	0	28,107
Vice President Power	1997	143,333	63,075	0	21,825	0	0	16,361
Supply	1996	134,167	39,420	0	26,814	0	0	14,913
J.R. Hatfield	1998	175,000	70,088	0	22,167	12,400	0	22,364
Vice President and	1997	143,000	63,075	0	21,825	0	0	12,939
Treasurer	1996	132,083	40,166	0	26,402	0	0	9,089
M.D. Bowen, Jr.	1998	150,000	57,825	0	13,750	10,600	0	26,048
Vice President Power	1997	142,833	60,900	0	18,722	0	0	17,040
Delivery	1996	130,333	38,544	0	26,067	0	0	15,447

(1) As explained on page 10, amounts in this column reflect payouts under the Annual Incentive Compensation Plan.

(2) Amounts in this column reflect the market value of the shares of Restricted Stock awarded under the Restricted Stock Plan, and the Stock Incentive Plan, based on the closing price of the Company's Common Stock on the date the award was made. The number of shares awarded in 1998, 1997 and 1996, as adjusted to reflect the 1998-2-for-1 stock split, was as follows: (i) Mr. Moore, 3,881 shares, 3,616 shares, and 4,926 shares, respectively; (ii) Mr. Strecker, 2,300 shares, 1,440 shares, and 2,512 shares, respectively; (iii) Mr. Coffman, 869 shares, 858 shares, and 1,304 shares, respectively; (iv) Mr. Hatfield, 869 shares, 858 shares, and 1,284 shares, respectively; and (v) Mr. Bowen, 539 shares, 736 shares, and 1,266 shares, respectively. In the absence of death, disability or normal retirement, the shares awarded to these individuals are subject to forfeiture for three years with the amount the recipient ultimately receives dependent on Company performance. The total number of shares and market value of Restricted Stock held by each of the named individuals as of December 31, 1998, were as follows: Mr. Moore, 15,039 shares, $436,131; Mr. Strecker, 8,226 shares, $238,554; Mr. Coffman, 4,289 shares, $124,381; Mr. Hatfield, 4,269 shares, $123,801; and Mr. Bowen, 3,717 shares, $107,793. Dividends are paid to these individuals on the shares of Restricted Stock owned by them.

(3) Amounts in this column for 1998 reflect: (i) for Mr. Moore, $31,793 (Retirement Savings Plan and Retirement Savings Restoration Plan) and $18,961 (insurance premiums); (ii) for Mr. Strecker, $18,617 (Retirement Savings Plan and Retirement Savings Restoration Plan) and $16,548 (insurance premiums); (iii) for Mr. Coffman, $10,713 (Retirement Savings Plan and Retirement Savings Restoration Plan) and $17,394 (insurance premiums); (iv) for Mr. Hatfield, $7,142 (Retirement Savings Plan and Retirement Savings Restoration Plan) and $15,222 (insurance premiums); and (v) for Mr. Bowen, $9,491 (Retirement Savings Plan and Retirement Savings Restoration Plan), and $16,557 (insurance premiums). A significant portion of the insurance premiums reported for each of these individuals is for life insurance policies and such premiums are recovered by the Company from the proceeds of the policies.

OPTIONS AND STOCK APPRECIATION RIGHTS (SARs)

The following table indicates for each of the named executives (i) the extent to which the Company used stock options and SARs for executive compensation purposes in 1998 and (ii) the potential value of such options and SARs as determined pursuant to the SEC rules.

OPTIONS AND SARS GRANTED IN 1998

Individual Grants					Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Name	Options/SARs Granted(1)#	% of Total Options and SARs Granted to Employees in 1998	Exercise or Base Price ($/Share)	Expiration Date	5%($)(2)	10%($)(2)
S.E. Moore	104,000	27.97	$25.75	1/21/08	$1,684,176	$4,268,066
A.M. Strecker	41,400	11.14	$25.75	1/21/08	$670,432	$1,699,019
J.T. Coffman	12,400	3.34	$25.75	1/21/08	$200,806	$508,885
J.R. Hatfield	12,400	3.34	$25.75	1/21/08	$200,806	$508,885
M.D. Bowen	10,600	2.85	$25.75	1/21/08	$171,656	$435,014

(1) Options were granted on January 21, 1998 and become exercisable in one-third annual installments beginning one year from the date of grant. No SARs were awarded for 1998.

(2) The hypothetical potential appreciation shown in columns (f) and (g) for the named executives is required by the SEC rules. The amounts in these columns do not represent either the historical or anticipated future level of appreciation of our Common Stock.

The following table indicates for each of the named executives the number and value of exercisable and unexercisable options and SARs as of December 31, 1998.

AGGREGATED OPTION AND SAR EXERCISES IN 1998
AND FY-END OPTION/SAR VALUE

(a)	(b)	(c)	(d)	(e)
Name	Shares Acquired on Exercise (#)	Realized Value ($)	Number of Unexercised Options and SARs at 12/31/98 (#) - Exercisable (ex)/ Unexercisable (unex)	Value of Unexercised In-the-Money Options and SARs at 12/31/98 ($) - Exercisable (ex)/ Unexercisable (unex)
S.E. Moore	N/A	N/A	0 (ex) 104,000 (unex)	0 (ex) $338,000 (unex)
A.M. Strecker	N/A	N/A	0 (ex) 41,400 (unex)	0 (ex) $134,550 (unex)
J.T. Coffman	N/A	N/A	0 (ex) 12,400 (unex)	0 (ex) $40,300 (unex)
J.R. Hatfield	N/A	N/A	0 (ex) 12,400 (unex)	0 (ex) $40,300 (unex)
M.D. Bowen	N/A	N/A	0 (ex) 10,600 (unex)	0 (ex) $34,450 (unex)

* Share price on December 31, 1998 was $29.00. Unexercisable options were granted on January 21, 1998 at a price of $25.75. No SARs were granted in 1998.

PENSION PLAN TABLE

The Company and OG&E maintain a qualified non-contributory pension plan (the "Retirement Plan") covering all employees who have completed one year's service. Subject to limitations imposed by the Employee Retirement Income Security Act of 1974 ("ERISA"), benefits payable under the Retirement Plan are based upon (i) the average of the five highest consecutive years of cash compensation (which for the executives named in the Summary Compensation Table prior to 1993 consisted solely of salaries and for subsequent years consists of salary and bonus) during an employee's last ten years prior to retirement and (ii) length of service. Social Security benefits are deducted in determining benefits payable under the Retirement Plan. Compensation covered by the Retirement Plan includes salaries, bonuses and overtime pay. Retirement benefits are payable to participants upon normal retirement (at or after age 65) or early retirement (at or after attaining age 55 and completing five or more years of service), to former employees after reaching retirement age who have completed five or more years of service before terminating their employment and to participants after reaching retirement age upon total and permanent disability. As indicated above, the benefits payable under the Plan are subject to maximum limitations under ERISA. Should benefits for a participant at the time of retirement exceed the then permissible limits of ERISA, the Retirement Restoration Plan will provide benefits through a lump-sum distribution actuarially equivalent to the amounts that would have been payable to such participant annually under the Retirement Plan but for the ERISA limits. The Company and OG&E fund the estimated benefits payable under the Retirement Restoration Plan through contributions to a trust for the benefit of those employees who will be entitled to receive payments under the Retirement Restoration Plan.

The following table sets forth the estimated annual benefits payable upon normal retirement under the Retirement Plan and Retirement Restoration Plan to persons in the compensation classification specified.

Average Compensation	Years of Service at Retirement							
5 Highest Years	10	15	20	25	30	35	40	45
$ 100,000	$ 13,352	$ 20,029	$ 26,705	$ 33,381	$ 40,057	$ 46,733	$ 53,410	$ 60,086
125,000	17,102	25,654	34,205	42,756	51,307	59,858	68,410	76,961
150,000	20,852	31,279	41,705	52,131	62,557	72,983	83,410	93,836
175,000	24,602	36,904	49,205	61,506	73,807	86,108	98,410	110,711
200,000	28,352	42,529	56,705	70,881	85,057	99,233	113,410	127,586
225,000	32,102	48,154	64,205	80,256	96,307	112,358	128,410	144,461
250,000	35,852	53,779	71,705	89,631	107,557	125,483	143,410	161,336
300,000	43,352	65,029	86,705	108,381	130,057	151,733	173,410	195,086
350,000	50,852	76,279	101,705	127,131	152,557	177,983	203,410	228,836
400,000	58,352	87,529	116,705	145,881	175,057	204,233	233,410	262,586
450,000	65,852	98,779	131,705	164,631	197,557	230,483	263,410	296,336
500,000	73,352	110,029	146,705	183,381	220,057	256,733	293,410	330,086
550,000	80,852	121,279	161,705	202,131	242,557	282,983	323,410	363,836
600,000	88,352	132,529	176,705	220,881	265,057	309,233	353,410	397,586
650,000	95,852	143,779	191,705	239,631	287,557	335,483	383,410	431,336
700,000	103,352	155,029	206,705	258,381	310,057	361,733	413,410	465,086
750,000	110,852	166,279	221,705	277,131	332,557	387,983	443,410	498,836
800,000	118,352	177,529	236,705	295,881	355,057	414,233	473,410	532,586
850,000	125,852	188,779	251,705	314,631	377,557	440,483	503,410	566,336
900,000	133,352	200,029	266,705	333,381	400,057	466,733	533,410	600,086
950,000	140,852	211,279	281,705	352,131	422,557	492,983	563,410	633,836
1,000,000	148,352	222,529	296,705	370,881	445,057	519,233	593,410	667,586

As of December 31, 1998, the credited years of service for the individuals listed in the Summary Compensation Table on page 13 are as follows: S. E. Moore - 24 years; A. M. Strecker - 27 years; J. T. Coffman - 28 years; J. R. Hatfield - 4 years and M.D. Bowen - - 33 years.

In 1993, OG&E adopted a Supplemental Executive Retirement Plan (the "SERP"). The SERP is an unfunded supplemental plan that is not subject to the benefits limit imposed by ERISA. The plan generally provides for an annual retirement benefit at age 65 equal to 65% of the participant's average cash compensation during his or her final 36 months of employment, reduced by Social Security benefits, by amounts payable under the Retirement and Restoration Plans described above and by amounts received under pension plans from other employers. For a participant in the SERP who retires before age 65, the 65% benefit is reduced, with the reduction being 1% per year for ages 62 through 64, an additional 2% per year for ages 60 through 61, an additional 4% per year for ages 58 through 59 and an additional 6% per year for ages 55 through 57, so that a participant retiring at age 55 would receive 32% of his average cash compensation during his final 36 months, reduced by the deductions set forth above. None of the individuals listed in the Summary Compensation Table on page 13 has received or is expected to receive benefits under the SERP at normal retirement as the benefits payable to such individuals under the Retirement and Restoration Plans are expected to exceed the benefits payable under the SERP.

CHANGE OF CONTROL ARRANGEMENTS

The Company and OG&E have entered into employment agreements with each officer of the Company and OG&E. Under the agreements, the officer is to remain an employee for a three-year period following a change of control of the Company (the "Employment Period"). During the Employment Period, the officer is entitled to (i) an annual base salary in an amount at least equal to his or her base salary prior to the change of control, (ii) an annual bonus in an amount at least equal to his or her highest bonus in the three years prior to the change of control, and (iii) continued participation in the incentive, savings, retirement and welfare benefit plans. The officer also is entitled to payment of expenses and provision of fringe benefits to the extent paid or provided to (a) such officer prior to the change of control or (b) other peer executives of the Company.

If, during the Employment Period, the officer's employment is terminated by the employer for reasons other than cause or disability or by such officer due to a change in employment responsibilities, the officer is entitled to the following payments: (i) all accrued and unpaid compensation and (ii) a severance payment equal to 2.99 times the sum of such officer's (a) annual base salary and (b) highest recent annual bonus. The officer also is entitled to continued welfare benefits for three years and outplacement services. If the payment of the foregoing benefits, when taken together with any other payments to the officer, would result in the imposition of the excise tax on excess parachute payments under Section 4999 of the Internal Revenue Code of 1986, as amended, then the severance benefits will be reduced if such reduction results in a greater after-tax payment to the officer. The officer is entitled to receive such amounts in a lump-sum payment within 30 days of termination. A change of control encompasses certain mergers and acquisitions, changes in Board membership and acquisition of securities of the Company.

COMPANY STOCK PERFORMANCE

The following graph shows a five-year comparison of cumulative total returns for the Company's Common Stock, the Dow Jones Global - US Index and the Dow Jones Electric Index. The graph assumes that the value of the investment in the Company's Common Stock and each index was 100 at December 31, 1993, and that all dividends were reinvested.

[GRAPH]

Measurement Period (Fiscal Year Covered)	OGE Energy Corp.	Dow Jones Global-US Index	Dow Jones Electric Index
1993	100	100	100
1994	96	100	87
1995	135	138	115
1996	140	170	116
1997	196	228	147
1998	218	294	168

SECURITY OWNERSHIP

The following table shows the number of shares of the Company's Common Stock beneficially owned on March 1, 1999, by each Director, by each of the Executive Officers named in the compensation table on page 13, and by all Executive Officers and Directors as a group:

	Number of Common Shares(1) (2)
Herbert H. Champlin	17,171
Luke R. Corbett	4,131
William E. Durrett	10,909
Martha W. Griffin	11,062
H. L. Hembree, III	41,907
Robert Kelley	8,113
Bill Swisher	49,801
Ronald H. White	9,947
S.E. Moore	59,655
A.M. Strecker	49,774
J.T. Coffman	15,033
J.R. Hatfield	15,117
M.D. Bowen	17,582
All Executive Officers and Directors as a group (17 persons)	363,270

(1) The number of shares indicated in this table and elsewhere in this Proxy Statement have been adjusted to reflect the 2-for-1 stock split that occurred in June 1998.

(2) Ownership by each executive officer is less than .08% of the class, by each director other than Mr. Moore is less than .06% of the class and, for all executive officers and directors as a group, is less than .47% of the class. Amounts shown include shares for which, in certain instances, an individual has disclaimed beneficial interest. Amounts shown for executive officers include 156,509 shares of Common Stock representing their interest in shares held under the Company's Retirement Savings Plan, Restricted Stock Plan, and Stock Incentive Plan for which in certain instances they have voting power but not investment power.

(3) Amounts shown for Messrs. Champlin, Corbett, Durrett, Hembree, Kelley, Swisher and White, and for Mrs. Griffin include, 15,328, 3,895, 7,305, 22,193, 6,113, 37,801, 7,947, 6,402 common stock units, respectively, under the Directors' Deferred Compensation Plan.

The information on share ownership is based on information furnished to us by the individuals listed above and all shares listed are beneficially owned by the individuals or by members of their immediate family unless otherwise indicated.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under federal securities laws, our directors and executive officers are required to report, within specified monthly and annual due dates, their initial ownership in the Company's common stock and subsequent acquisitions, dispositions or other transfers of interest in such securities. We are required to disclose whether we have knowledge that any person required to file such a report may have failed to do so in a timely manner. To our knowledge, all of our directors and officers subject to such reporting obligations have satisfied their reporting obligations in full for 1998, except for Steven R. Gerdes. Mr. Gerdes became an executive officer this year and filed his required initial report of ownership after the due date for such report.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

During 1998, the Company and Oklahoma Gas and Electric Company engaged Arthur Andersen LLP as its independent public accountants. The Board of Directors has appointed Arthur Andersen LLP as the independent public accountants for the Company and OG&E for 1999. Representatives of Arthur Andersen LLP will be present at the Annual Meeting of Shareowners and will have the opportunity to make a statement if they so desire. Such representatives will be available to respond to appropriate questions from shareowners at the meeting.

SHAREOWNER PROPOSALS

Any shareowner proposal intended to be included in the proxy statement for the Annual Meeting in 2000 must be received by the Company on or before November 30, 1999. Proposals received by that date, deemed to be proper for consideration at the Annual Meeting and otherwise conforming to the rules of the Securities and Exchange Commission, will be included in the 2000 proxy statement.

If you intend to submit a shareowner proposal for consideration at the Annual Meeting, but do not want it included in the proxy statement, you must follow the procedures established by our By-laws. These procedures require that you notify us in writing of your proposal. Your notice must be received by the Corporate Secretary at least 90 days prior to the meeting and must contain the following information:

- a brief description of the business you desire to bring before the Annual Meeting and your reasons for conducting such business at the Annual Meeting
- your name and address
- the number of shares of Common Stock which you beneficially own
- any material interest you may have in the business being proposed.

LOCATION OF OKLAHOMA CITY MARRIOTT HOTEL

[MAP]

OGE ENERGY CORP.
[LOGO]

OGE ENERGY CORP.
ANNUAL MEETING OF SHAREOWNERS
MAY 21, 1998

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The undersigned hereby appoints Steven E. Moore, Herbert H. Champlin, and Bill Swisher, and each of them severally, with full power of substitution and with full power to act with or without the other, as the proxies of the undersigned to represent and to vote all shares of stock of OGE Energy Corp. held of record by the undersigned on March 9, 1999, at the Company's Annual Meeting of Shareowners to be held on May 27, 1999, and at all adjournments thereof, on all matters coming before said meeting.

THIS PROXY, WHICH IS SOLICITED BY THE BOARD OF DIRECTORS, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION AS DIRECTORS OF THE NOMINEES NAMED ON THE REVERSE SIDE OF THIS PROXY CARD

SEE REVERSE SIDE

PLEASE DATE AND SIGN EXACTLY AS NAME APPEARS BELOW. EACH JOINT OWNER SHOULD SIGN. ATTORNEY, EXECUTOR, ADMINISTRATOR, TRUSTEE OR OTHERS SIGNING IN A REPRESENTATIVE CAPACITY SHOULD GIVE THEIR FULL TITLES.

Please mark your votes as indicated in this example /X/

The Board recommends a vote FOR the election as directors of the nominees named below.

1. Election of Directors:
   NOMINEES:
   01 Herbert H. Champlin;
   02 Martha W. Griffin and
   03 Ronald H. White M.D.

   FOR all NOMINEES / / (list exceptions below).

   WITHHOLD AUTHORITY / / to vote for all nominees.

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

DISCONTINUE MAILING OF DUPLICATE ANNUAL REPORT / /

I WILL ATTEND THE ANNUAL MEETING. / /

INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT NOMINEE'S NAME ON THE LINE ABOVE.

X ______________________________ / /99
Signature of Shareowner Date

X ______________________________ / /99
Signature of Shareowner Date

OGE ENERGY CORP.
321 North Harvey Avenue
Oklahoma City, OK 73102

ADMISSION TICKET
RETAIN FOR ADMITTANCE

Annual Meeting of
OGE ENERGY CORP. SHAREOWNERS
Thursday, May 27, 1999
10:00 a.m.
Oklahoma City Marriott Hotel*
3233 Northwest Expressway
Oklahoma City, Oklahoma

EAST BOUND I-44: Exit I-44 East to Highway '3' (Grand Boulevard), continuing in a northerly direction approximately 1 -1/2 miles, exit right onto Highway '3A' East (Northwest Expressway), proceed approximately 1/4 mile, turn left on Independence, turn right to Marriott Hotel.

{MAP}

WEST BOUND I-44: Exit left I-44 West 'Exit 125C' to Highway '3A' (Northwest Expressway), turn right onto Highway '3A' (Northwest Expressway), continue in a northwesterly direction approximately 2 miles, turn right to Marriott Hotel.

*REGIONAL MAP ON REVERSE SIDE.

VOTE BY TELEPHONE
QUICK *** EASY *** IMMEDIATE

YOUR VOTE IS IMPORTANT! - YOU CAN VOTE IN ONE OF TWO WAYS:

1. TO VOTE BY PHONE: Call toll-free 1-800-840-1208 on a touch tone telephone 24 hours a day-7days a week
There is NO CHARGE to you for this call. - Have your proxy card in hand.
You will be asked to enter a Control Number, which is located in the box in the lower right hand corner of this form

OPTION 1: To vote as the Board of Directors recommends on ALL proposals, press 1

When asked, please confirm by Pressing 1.

OPTION 2: If you choose to vote on each Proposal separately, press 0. You will hear these instructions:
Proposal 1 - To vote FOR ALL nominees, press 1; to WITHHOLD FOR ALL nominees, press 9

To WITHHOLD FOR AN INDIVIDUAL nominee, Press 0 and listen to the instructions

When Asked, Please Confirm by Pressing 1.

The instructions are the same for all remaining proposals.

or

--

2. VOTE BY PROXY: Mark, sign and date your proxy card and return promptly in the enclosed envelope.

NOTE: If you vote by telephone, THERE IS NO NEED TO MAIL BACK your proxy Card.

THANK YOU FOR VOTING.