

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 2-B

ON FORM S-8

TO

FORM S-4  
REGISTRATION STATEMENT

Under  
The Securities Act of 1933  
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OGE ENERGY CORP.  
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	6719 (Primary Standard Industrial Classification Code Number)	73-1481638 (I.R.S. Employer Identification No.)
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321 North Harvey, P.O. Box 321  
Oklahoma City, Oklahoma 73101-0321

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

OGE Energy Corp. Employees' Retirement Savings Plan  
(Full title of plan)

Steven E. Moore  
Chairman of the Board, President and CEO  
OGE Energy Corp.  
321 North Harvey  
Oklahoma City, Oklahoma 73101

Peter D. Clarke  
Gardner, Carton & Douglas  
321 North Clark Street  
Suite 3400  
Chicago, Illinois 60610

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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CALCULATION OF REGISTRATION FEE

Title of each class of securities being registered	Additional Amount being registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, Par Value \$.01 Per Share	1,201,855 shs.	*	*	*

\* Pursuant to Rule 416(b), no registration fee is required to increase the number of shares being registered as a result of a stock split.

Amending the Registration Statement pursuant to Rule 416(b) to increase the number of shares of common stock registered by this Registration Statement from 1,500,000 shares to 2,701,855.

EXPLANATORY NOTE  
(Not Part of the Prospectus)

By Registration Statement No. 33-61699, OGE Energy Corp. (the "Registrant") registered under the Securities Act of 1933, as amended, 44,874,387 shares of its Common Stock, par value \$.01 per share, for issuance pursuant to: (i) an Agreement and Plan of Share Acquisition between the Registrant and Oklahoma Gas and Electric Company ("OG&E"), whereby the outstanding shares of OG&E Common Stock would be exchanged (the "Exchange") on a share-for-share basis for shares of the Registrant's Common Stock and OG&E would become the subsidiary of the Registrant; (ii) the Automatic Dividend Reinvestment and Stock Purchase Plan of OG&E, which plan was assumed by the Registrant following the effective date of the Exchange; and (iii) the Retirement Savings Plan (the "Retirement Savings Plan") of OG&E, which plan was amended as of the Effective Date to require the issuance of the Registrant's Common Stock in lieu of OG&E's Common Stock.

The Exchange was approved by OG&E's shareowners at a Special Meeting on November 16, 1995, and became effective on December 31, 1996. The Board of Directors of the Registrant has approved a two-for-one stock split to be effected by a 100% stock dividend payable June 15, 1998 to holders of record on June 1, 1998. Pursuant to Rule 416(b), this Post-Effective Amendment No. 2-B increases the number of registered shares to reflect the stock split. Accordingly, 2,701,855 shares of the Registrant's Common Stock are now registered by Registration Statement No. 33-61699 to be issued pursuant to the Retirement Savings Plan. As of June 15, 1998, 2,403,710 shares remained to be issued pursuant to the Retirement Savings Plan.

The Number "2" in the designation of this Post-Effective Amendment No. 2-B denotes that this Post-Effective Amendment relates only to shares of the Registrant's Common Stock to be issued or delivered pursuant to the Retirement Savings Plan, and the letter "B" in such designation denotes that this is the second Post-Effective Amendment to the Registration Statement filed with respect to such shares. This system of designation will continue to be used for any future Post-Effective Amendments to the Registration Statement which may be filed by the Registrant relating to the shares of the Registrant's Common Stock which may be issued or delivered under the Retirement Savings Plan, subject to the requirements of the Securities and Exchange Commission applicable from time to time.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, as filed with the Securities and Exchange Commission, are incorporated herein by reference: (i) the report on Form 11-K for the year ended December 31, 1996, of the Company Employees' Retirement Savings Plan (the "Plan"), (ii) the Annual Report on Form 10-K for the year ended December 31, 1997, of the Company, (iii) the Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 of the Company, (iv) the Current Reports on Form 8-K filed January 6, 1998 and May 21, 1998 of the Company and (v) the description of the OGE Energy Corp. Common Stock and Rights to Purchase Series A Preferred Stock contained in Exhibit 99.02 to the Company's Form 10-K for the year ended December 31, 1997.

All documents filed by the Registrant or the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date hereof and prior to the filing of a post-effective amendment, which indicates that all of the securities offered hereby have been sold or which deregisters all such securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

The Registrant's Common Stock is registered under Section 12 of the Exchange Act.

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

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The consolidated financial statements and schedule of the Company included in the Company's Annual Report on Form 10-K for the year ended December 31, 1997, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are incorporated by reference herein in reliance upon the authority of said firm as experts in giving said reports.

The financial statements of the Plan included in the Plan's Form 11-K Annual Report for the year ended December 31, 1996, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein by reference in reliance upon the authority of said firm as experts in giving said report.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 1031 of Title 18 of the Annotated Oklahoma Statutes provide that the Registrant may, and in some circumstances must, indemnify the directors and officers of the Registrant against liabilities and expenses incurred by any such person by reason of the fact that such person was serving in such capacity subject to certain limitations and conditions set forth in the statutes.

Substantially similar provisions that require such indemnification are contained in the Registrant's Restated Certificate of Incorporation, which is filed as Exhibit 3.01 to the Registrant's Form 10-K for the year ended December 31, 1996 and incorporated herein by this reference. The Registrant's Restated Certificate of Incorporation also contains provisions limiting the liability of the Registrant's directors in certain instances. The Registrant has an insurance policy covering its directors and officers against certain personal liability, which may include liabilities under the Securities Act of 1933, as amended.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable

ITEM 8. EXHIBITS.

- 4.01 Copy of Employees' Retirement Savings Plan, as amended as of December 31, 1996, of OGE Energy Corp. (filed as Exhibit 4.01 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
- 4.02 Copy of Trust Agreement Under Employees' Retirement Savings Plan, as amended, between OGE Energy Corp. and Fidelity Management Trust Company (filed as Exhibit 4.02 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
- 4.03 Amendments No. 6, 7 and 8 to Employees Retirement Savings Plan.
- 4.04 Restated Certificate of Incorporation, as amended (filed as Exhibit 3.01 to the Registrant's Form 10-K for the year ended December 31, 1996 and incorporated herein by reference).
- 4.05 By-laws (filed as Exhibit 3.02 to the Registrant's Form 10-K for the year ended December 31, 1996 and incorporated by reference herein).
- 4.06 Rights Agreement dated August 7, 1995 between OGE Energy Corp. and ChaseMellon Shareholder Services LLC, as successor Rights Agent (filed as Exhibit 4.06 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
- 5.01 The Registrant hereby undertakes that it: (i) will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and (ii) has made or will make all changes required by the IRS in order to qualify the Plan.
- 23.01 Consent of expert.
- 24.01 Power of Attorney.

ITEM 9. UNDERTAKINGS.

A. INDEMNIFICATION

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

B. SUBSEQUENT EXCHANGE ACT DOCUMENTS.

The undersigned Registrant and Plan hereby undertake that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and each filing of the Plan's Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. OTHER

The undersigned Registrant and Plan hereby also undertake

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

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

provided, however, that paragraphs 1(i) and 1(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant or Plan pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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

SIGNATURES

THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2-B on Form S-8 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, and State of Oklahoma on the 10th day of June, 1998.

OGE ENERGY CORP.  
(Registrant)

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2-B on Form S-8 to the Registration Statement on Form S-4 has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Steven E. Moore ----- Steven E. Moore	Principal Executive Officer  and Director; and	June 10, 1998
/s/ A.M. Strecker ----- A.M. Strecker	Principal Financial and  Accounting Officer	June 10, 1998
Herbert H. Champlin	Director;	
Luke R. Corbett	Director;	
William E. Durrett	Director;	
Martha W. Griffin	Director;	
Hugh L. Hembree, III	Director;	
Robert Kelley	Director;	
Bill Swisher	Director; and	
Ronald H. White, M.D.	Director.	
By: /s/ Steven E. Moore ----- Steven E. Moore (Attorney-in-Fact)		June 10, 1998



THE PLAN

The undersigned consist of all of the members of the Committee having the responsibility for the administration of the OGE Energy Corp. Employees' Retirement Savings Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan has duly caused this Post-Effective Amendment No. 2-B on Form S-8 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, and State of Oklahoma on the 10th day of June, 1998.

OGE Energy Corp.  
Employees' Retirement Savings Plan

/s/ Irma B. Elliott  
-----  
Irma B. Elliott  
Chairperson

/s/ Donald R. Rowlett  
-----  
Donald R. Rowlett  
Member

/s/ Dale P. Hennessy  
-----  
Dale P. Hennessy  
Member

EXHIBIT INDEX

EXHIBIT NO	DESCRIPTION
- - - - -	- - - - -
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4.02	Copy of Trust Agreement Under Employees' Retirement Savings Plan, as amended, between OGE Energy Corp. and Fidelity Management Trust Company (filed as Exhibit 4.02 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
4.03	Amendments No. 6, 7 and 8 to Employees Retirement Savings Plan.
4.04	Restated Certificate of Incorporation, as amended (filed as Exhibit 3.01 to the Registrant's Form 10-K for the year ended December 31, 1996 and incorporated herein by reference).
4.05	By-laws (filed as Exhibit 3.02 to the Registrant's Form 10-K for the year ended December 31, 1996 and incorporated by reference herein).
4.06	Rights Agreement dated August 7, 1995 between OGE Energy Corp. and ChaseMellon Shareholder Services LLC as successor Rights Agent (filed as Exhibit 4.06 to the Registrant's Post-Effective Amendment No. 2-A to Registration Statement No. 33-61699 and incorporated by reference herein).
5.01	The Registrant hereby undertakes that it: (i) will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and (ii) has made or will make all changes required by the IRS in order to qualify the Plan.

23.01 Consent of expert.

24.01 Power of Attorney.

AMENDMENT NO. 6 TO THE  
 OGE ENERGY CORP.  
 EMPLOYEES' RETIREMENT SAVINGS PLAN  
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(As Amended and Restated Effective December 1, 1993)

OGE Energy Corp., an Oklahoma corporation, in accordance with the authority contained in Section 15.1 of the OGE Energy Corp. Employees' Retirement Savings Plan (the "Plan"), hereby amends the Plan, effective as of January 1, 1997, by amending Section 2.14 of the Plan in its entirety to read as follows:

"Section 2.14. Compensation. The term 'Compensation' shall include the following items paid in cash to a Participant by the Company during a calendar year:

- (a) Base compensation;
- (b) Management incentive pay;
- (c) Sales incentives; and
- (d) The regular (non-premium) rate of pay for shift work performed by full-time employees of the Company for the limited purpose of crediting such Participants with up to 80 total hours of pay during any regular biweekly payroll period.

Other than for purposes of Sections 6.2, 6.3, 20.1 and 20.2, 'Compensation' shall also include Tax-Deferred Contributions made by the Company on behalf of a Participant.

Items such as the following shall be excluded from the term 'Compensation':

- (q) Amounts paid for overtime work except as provided in subsection (d) above;
- (r) Pay in lieu of overtime of exempt personnel;
- (s) Lump-sum pay structure adjustments;
- (t) Shift premiums;
- (u) Commissions;
- (v) Fringe benefits;
- (w) Non-cash benefits;

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- (x) Company contributions to employee benefit plans or arrangements;
- (y) Employee reimbursements; and
- (z) Special lump-sum recognition awards.

Compensation shall be limited for all Plan purposes to the first \$160,000 of Compensation per Participant, as adjusted by the Secretary of the Treasury pursuant to Code Section 401(a)(17).

For purposes of Sections 2.2, 2.3, and 2.22, the term 'Compensation' shall mean the total compensation received by an Employee from the Company for the Plan Year, including salary, wages, bonuses, commissions, overtime pay, overtime premiums, amounts which are Tax-Deferred Contributions under the Plan, and any other elective contributions that are not included in gross income under Code Section 125, 402(e)(3) or 402(h)."

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AMENDMENT NO. 7 TO THE  
OGE ENERGY CORP.  
EMPLOYEES' RETIREMENT SAVINGS PLAN  
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(As Amended and Restated Effective December 1, 1993)

OGE Energy Corp., an Oklahoma corporation, in accordance with the authority contained in Section 15.1 of the OGE Energy Corp. Employees' Retirement Savings Plan (the "Plan"), hereby amends the Plan, effective as of October 1, 1997, as follows:

1. Section 8.1(h) of the Plan is renumbered as Section 8.1(l).
2. Section 8.1 of the Plan is further amended by adding the following new subsections:
  - "(h) Invesco Total Return. This fund seeks high total return through a -----  
combination of current income (such as through dividends) and capital appreciation (an increase in the value of the fund's shares). The fund typically invests 30% in stocks and 30% in fixed and variable income securities (bonds), with the remaining 40% spread out between stocks and bonds based on business, economic and market conditions. The fund may also invest in foreign securities.
  - (i) PBHG Growth. The fund seeks capital appreciation (an increase in the -----  
value of the fund's shares). The fund invests mainly in common stocks of small and medium sized United States companies. The fund invests in many different kinds of companies and industries, but at times may be heavily concentrated in a relatively small number of industries. The fund invests in companies believed to have strong earnings potential and significant capital appreciation.
  - (j) Templeton Foreign I. This fund seeks capital appreciation (an increase -----  
in the value of the fund's shares). The fund invests mainly in stocks and debt securities of companies and governments of developed or developing countries outside the United States.
  - (k) PIMCO Total Return Administrative Fund. This fund seeks to provide -----  
high total return that exceeds general bond market indices. The fund invests mainly in bonds, including U.S. government, corporate, mortgage and foreign."

AMENDMENT NO. 8 TO THE  
OGE ENERGY CORP.  
EMPLOYEES' RETIREMENT SAVINGS PLAN  
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(As Amended and Restated Effective December 1, 1993)

OGE Energy Corp., an Oklahoma corporation, in accordance with the authority contained in Section 15.1 of the OGE Energy Corp., Employees' Retirement Savings Plan (the "Plan"), hereby amends the Plan, effective as of January 1, 1998, as follows:

1. Section 2.40 of the Plan is hereby amended in its entirety to read as follows:

"Section 2.40. Transfer Account. The term `Transfer Account`  
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means the fully vested bookkeeping account established and maintained pursuant to Section 16.3, which may include amounts rolled over to the Trust pursuant to Section 5.7."

2. Section 3.1 of the Plan is hereby amended in its entirety to read as follows:

"Section 3.1. Eligibility to Participate. Each regular full-time  
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Employee shall be eligible to participate in the Plan upon becoming an Eligible Employee. Each other Employee who is an Eligible Employee shall be eligible to participate in the Plan after the end of the first period of twelve consecutive months, commencing as of the Employee's Employment Commencement Date or any anniversary thereof, during which the Employee completes 1,000 or more Hours of Service."

3. A new Section 5.7 is hereby added to the Plan, to read as follows:

"Section 5.7. Rollover Contributions. An Eligible Employee who  
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has received a distribution of his or her interest in a plan that is qualified under Section 401(a) of the Code, may, in accordance with procedures established by the Committee, transfer the distribution to the Trust and instruct the Trustee to accept such a distribution directly from the distributing plan, provided the following conditions are met:

(a) the distribution is an eligible rollover distribution as defined in Section 11.7;

(b) the transfer occurs on or before the 60th day following the Employee's receipt of the distribution from the other plan, or, if such distribution had previously been transferred into an individual retirement account or individual retirement annuity described in Section 408 of the Code, on or before the 60th day following the Employee's receipt of the distribution from such account or annuity;

(c) the amount transferred does not exceed the portion of the distribution which would have been included in the gross income of the Employee if not rolled over; and

(d) the Employee provides the Committee with whatever information it deems necessary to determine that the proposed rollover will meet the requirements of this Section.

The amount transferred shall be credited to the rollover subaccount of the Employee's Transfer Account."

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Post-Effective Amendment No. 2-B on Form S-8 to the Registration Statement on Form S-4 of our reports dated January 20, 1998 included in the OGE Energy Corp. Form 10-K for the year ended December 31, 1997, our report dated April 30, 1997 included in the OGE Energy Corp. Employees' Retirement Savings Plan Form 11-K for the year December 31, 1996 and to all references to our Firm included in this Post-Effective Amendment.

/s/ Arthur Andersen LLP  
Arthur Andersen LLP

Oklahoma City, Oklahoma  
June 10, 1998



## POWER OF ATTORNEY

WHEREAS, OGE ENERGY CORP., an Oklahoma corporation (herein referred to as the "Company") is to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a Post-Effective Amendment to the Registration Statement relating to the Company's Automatic Dividend Reinvestment and Stock Purchase Plan and a Post-Effective Amendment to the Registration Statement relating to the Company's Employees' Retirement Savings Plan (each, a "Post-Effective Amendment" and, collectively, the "Post-Effective Amendments"), and

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

THEREFORE, each of the undersigned hereby constitutes and appoints A.M. Strecker and Steven E. Moore, and each of them, his or her attorney, with full power to act for the undersigned and in the undersigned's name, place and stead, to sign the undersigned's name in the capacity set forth below to the Post-Effective Amendments and to any and all amendments (including post-effective amendments) to such Post-Effective Amendments, and hereby ratifies and confirms all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

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

Steven E. Moore, Director and  
Principal Executive Officer

/s/ Steven E. Moore  
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Herbert H. Champlin, Director

/s/ Herbert H. Champlin  
-----

Luke R. Corbett, Director

/s/ Luke R. Corbett  
-----

William E. Durrett, Director

/s/ William E. Durrett  
-----

Martha W. Griffin, Director

/s/ Martha W. Griffin  
-----

Hugh L. Hembree, III, Director

/s/ Hugh L. Hembree, III  
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Robert Kelley, Director

/s/ Robert Kelley  
-----

Bill Swisher, Director

/s/ Bill Swisher  
-----

Ronald H. White, M.D., Director

/s/ Ronald H. White  
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A.M. Strecker, Principal Financial and  
Accounting Officer

/s/ A.M. Strecker  
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