FORM 4

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).
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 | | 2. Issuer Name and Ticker or Trading Symbol OGE ENERGY CORP [OGE] | | | | | | | elationship deck all applic Directo | able) | g Pers | on(s) to Issu 10% Ov Other (s | ner | | | |
|--|---|---|---|------------------------|---|---|--------|--|--|--|--|--|--|----------------|--|---|
| (Last) (First) (Middle) P O BOX 321 MC/1110 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/21/2004 | | | | | | | X Officer (give title Officer (specify below) VP Process Management | | | | |
| (Street) OKLAHOMA CITY OK 73101 (City) (State) (Zip) | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date | | | | ansaction th/Day/Ye | ar) if | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. 4. Securiti Transaction Code (Instr. 5) | | ties Acquired (A) or I Of (D) (Instr. 3, 4 and | | 5. Amour Securitie Beneficia Owned F | nt of s ally following | Form | : Direct I · Indirect I str. 4) (| 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | Code V | Amount | (A) or (D) | Price | Reported Transact (Instr. 3 a | ion(s) | | | (Instr. 4) | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Yea | Code (Ins | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) | e s Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Stock Option (right to buy) | \$23.575 | 01/21/2004 | | A | | 6,100 | | (1) | 01/21/2014 | Common Stock | 6,100 | \$0 | 6,100 |) | D | |
| Performance Units | (2) | 01/21/2004 | | A | | 2,595 | | 12/31/2006 | 12/31/2006 | Common | 2,595 | \$0 | 2,595 | 5 | D | |

Explanation of Responses:

- $1. \ The \ option \ vests \ in \ three \ equal \ installments \ beginning \ on \ January \ 21, \ 2005.$
- 2. The security converts to common stock on a one-for-one basis.

<u>Carla D. Brockman</u> <u>01/23/2004</u>

** Signature of Reporting Person Date

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

- * 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 Michael G. Davis, Pursuant to Power of Attorney being filed herewith