SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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	ss of Reporting Person H CHARLES I		2. Issuer Name and Ticker or Trading Symbol OGE ENERGY CORP. [OGE]		tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) PO BOX 321	, , , , , , ,		3. Date of Earliest Transaction (Month/Day/Year) 02/21/2023	Λ	below) Treasurer	below)
(Street) OKLAHOMA CITY	ОК	73101	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More that	orting Person
(City)	(State)	(Zip)			Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	(A) or (D) Price Reported Transaction(s) (Instr. 3 and 4)			
Common Stock-\$.01 par value per share	02/21/2023		A		2,140	A	\$0.00 ⁽¹⁾	23,391	D	
Common Stock-\$.01 par value per share	02/22/2023		F		1,033	D	\$37.95	22,358	D	
Common Stock-\$.01 par value per share	02/21/2023		A		2,456	A	\$0.00 ⁽²⁾	24,814	D	
Common Stock-\$.01 par value per share								2,709.117 ⁽³⁾	Ι	Retirement Savings

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, 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/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equiv Units	(4)							(4)	(4)	Com Stk	(4)		4,456.32 ⁽⁵⁾	D	

Explanation of Responses:

1. Settlement of performance units upon determination by compensation committee that specified performance goals have been achieved for the three-year period ending December 31, 2022.

2. Long term incentives granted in 2023 but not yet earned.

3. The information herein is based on a Retirement Savings Plan Statement dated February 21, 2023. The Retirement Savings Plan Statement indicated the number of shares in the Common Stock Fund of the Retirement Savings Plan credited to the participant's account at February 21, 2023 and includes shares credited since reporting person's last table 1 filing that was exempt from reporting pursuant to Rule 16A-3(f)(1)(i)(B).

4. Not Applicable

5. The total includes shares acquired through the reinvestment of dividends that were exempt from reporting pursuant to Rule 16a-11.

Remarks:

<u>/s/ William Sultemeier, By</u> Power of Attorney

02/23/2023

** 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.

The undersigned hereby constitutes and appoints each of William H. Sultemeier and Sarah R. Stafford, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's 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:

(2) 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

(3) 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-infact's 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 undersigned's 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 undersigned's 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 3rd day of January 2023.

/s/ Charles B. Walworth, Pursuant to Power of Attorney being filed herewith