SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM U-3A-2

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION UNDER RULE U-3A-2 FROM THE PROVISIONS OF THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

To be Filed Annually Prior to March 1

OGE ENERGY CORP.

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

OGE Energy Corp. (the "Company") is a public utility holding company which is incorporated in the State of Oklahoma and located in Oklahoma City, Oklahoma. At December 31, 1996, the Company was not engaged in any business independent of that conducted through its subsidiaries, Oklahoma Gas and Electric Company ("OG&E") and Enogex Inc. ("Enogex").

OG&E was incorporated February 27, 1902, under the laws of the Territory of Oklahoma and is now existing under and by virtue of the laws of the State of Oklahoma.

OG&E is an operating electric public utility. Its operations are conducted principally in the State of Oklahoma and does not currently extend beyond the State and the contiguous State of Arkansas. Its business is more fully described in its most recent Form 10-K Annual Report (File No. 1-1097) on file with the Commission.

Enogex Inc. is a wholly-owned subsidiary of the Company. Enogex Inc. has three wholly-owned subsidiaries: Enogex Products Corporation, Enogex Services Corporation and Enogex Exploration Corporation. Enogex Inc. also owns an eighty percent interest in Centoma Gas Systems Inc. Enogex Inc. and each of its subsidiaries were incorporated under the laws of the State of Oklahoma. Enogex Inc. owns and operates a natural gas pipeline system that delivers natural gas to OG&E's electric generating units. By order of the Commission dated August 28, 1986 (Release No. 35-24174), the Commission ordered that Enogex Inc. was not a gas utility company within the meaning of Section 2(a)(4) of the Public Utility Holding Company Act of 1935, as amended (the "Act"). The subsidiaries of Enogex Inc.: own and operate gas processing plants in Oklahoma; are engaged in the gathering and processing of natural gas and the marketing of natural gas liquids; are engaged in the buying, selling and brokering of natural gas; and are engaged in the exploration for and production of natural gas. The subsidiaries of Enogex Inc. are not "public utility companies" within the meaning of the Act.

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

The Company owns no physical properties.

The principal properties of OG&E are described in the above mentioned Form 10-K Annual Report (File No. 1-1097) on file with the Commission.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

(a) Number of Kwh of electric energy sold (at retail or wholesale), and Mcf of natural or manufactured gas distributed at retail.

None	by Company			
23,016,119,000	Kwh by OG&E			

(b) Number of Kwh of electric energy and Mcf of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

None 2,125,163,000 by Company Kwh by OG&E

(c) Number of Kwh of electric energy and Mcf of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

None	by Company			
1,916,035,000	Kwh by OG&E			

(d) Number of Kwh of electric energy and Mcf of natural or manufactured gas purchased outside the State in which each such company is organized or at the State line.

None 489,972,000 by Company Kwh by OG&E

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Item 4 is not applicable. The Company does not hold directly or indirectly any interest in an EWG or a foreign utility company.

EXHIBITS

- A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 1996, and Consolidating Balance Sheet as of December 31, 1996, for OGE Energy Corp. (the "Company") and its subsidiary companies. The Company was organized on August 4, 1995 by Oklahoma Gas and Electric Company ("OG&E") for the purpose of effecting a share exchange with OG&E and becoming the holding company for OG&E. The Company had no operations until the share exchange became effective on December 31, 1996.
- B. Financial Data Schedule.
- C. An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Exhibit C is not applicable. The Company does not hold directly or indirectly any interest in an EWG or a foreign utility company.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 25th day of February 1997.

OGE ENERGY CORP. (Registrant)

By /s/ J. R. Hatfield J. R. Hatfield Vice President and Treasurer

CORPORATE SEAL

Attest:

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

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

J. R. Hatfield, Vice President and Treasurer P. O. BOX 321, Oklahoma City, Oklahoma 73101-0321

Exhibit	Description

- A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 1996, and Consolidating Balance Sheet as of December 31, 1996, for OGE Energy Corp. (the "Company") and its subsidiary companies. The Company was organized on August 4, 1995 by Oklahoma Gas and Electric Company ("OG&E") for the purpose of effecting a share exchange with OG&E and becoming the holding company for OG&E. The Company had no operations until the share exchange became effective on December 31, 1996.
- B. Financial Data Schedule.

OGE Energy Corp. Consolidating Statement of Income Year Ended December 31, 1996

(dollars in thousands, except per share data)	Oklahoma OGE Gas and Energy Electric Corp. Company		DGE Gas and En hergy Electric Enogex Pro Corp. Company Inc. C		Enogex Enogex Products Services Corp. Corp.		Centoma Gas Systems Inc.	Consolid- ating Ad- justments	OGE Consoli- dated Statement
OPERATING REVENUES	\$-	\$1,200,337	\$66,206	\$39,241	\$146,105	\$18,584	\$10,190	\$(93,228)	\$1,387,435
OPERATING EXPENSES:									
Fuel	-	323,412	-	-	-	-	-	(44,329)	279,083
Purchased power	-	222,070	-	-	-	-	-	-	222,070
Gas purchased for resale	-	-	-	23,935	141,078	-	8,586	(56,256)	117,343
Other operation Maintenance	-	196,008 57,168	24,617 1,857	6,021 798	1,425	6,220	1,374	11,666	247,331 59,823
Depreciation	-	112,233	13,883	3,387	1,195	6,448	4,448	(5,454)	136,140
Current income taxes	-	73,171	7,023	1,542	1,074	(1,210)	(373)	-	81,227
Deferred income taxes, net Deferred investment tax	-	2,156	323	56	4	435	(1,052)	228	2,150
credits, net	-	(5,150)	-	-	-	-	-	-	(5,150)
Taxes other than income	-	41,920	3,909	289	38	26	17	-	46,199
Total operating expenses	-	1,022,988	51,612	36,028	144,814	11,919	13,000	(94,145)	1,186,216
OPERATING INCOME	-	177,349	14,594	3,213	1,291	6,665	(2,810)	917	201,219
OTHER INCOME AND DEDUCTIONS:									
Interest income	-	3,187	4,487	15	133	4	90	(5,718)	2,198
Other	-	(4,101)	1,230	156 -	1,317	212	-	(915)	(2,101)
Income from subsidiaries	-	16,463	6,091	-	-	-	-	(22,554)	-
Net other income and									
deductions	-	15,549	11,808	171	1,450	216	90	(29,187)	97
INTEREST CHARGES:									
Interest on long-term debt Allowance for borrowed funds used during	-	54,141	8,271	-	-	-	-	-	62,412
construction	-	(709)	-	-	-	-	-	-	(709)
Other	-	6,134	1,668	1,041	994	2,124	36	(5,716)	6,281
Total interest charges,		50 500	0 000	4 0 4 4	004	0 101	00	(5.740)	07.004
net	-	59,566	9,939	1,041	994	2,124	36	(5,716)	67,984
NET INCOME (LOSS)	-	133,332	16,463	2,343	1,747	4,757	(2,756)	(22,554)	133,332
PREFERRED DIVIDEND									
REQUIREMENTS	-	2,302	-	-	-	-	-	-	2,302
EARNINGS AVAILABLE FOR COMMON	\$ - =======	\$ 131,030	\$16,463	\$ 2,343 ======	\$ 1,747 =======	\$ 4,757		\$(22,554) =======	\$ 131,030 ======
AVERAGE COMMON SHARES OUTSTANDING (thousands)	40,367								40,367
EARNINGS PER AVERAGE COMMON SHARE	\$ 3.25								\$ 3.25

OGE Energy Corp. Consolidating Statement of Retained Earnings Year Ended December 31, 1996

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Enogex Products Corp.	Enogex Services Corp.	Enogex Explor ation Corp.	Centoma Gas Systems Inc.	Consolid- ating Ad- justments	OGE Consoli- dated Statement
BALANCE AT BEGINNING OF PERIOD	\$-	\$ 425,545	\$ 5,929	\$ (975)	\$ 400	\$ 133	\$ (878)	\$ (4,609)	\$ 425,545
ADD - net income (loss)	-	133,332	16,463	2,343	1,747	4,757	(2,756)	(22,554)	133,332
Total		558,877	22,392	1,368	2,147	4,890	(3,634)	(27,163)	558,877
DEDUCT: Cash dividends declared on preferred stock	-	2,302	-	-	-	-	-	-	2,302
Cash dividends declared on common stock	-	107,377	16,137	3,094	1,154	2,962	-	(23,347)	107,377
TOTAL CASH DIVIDENDS		109,679	16,137	3,094	1,154	2,962	-	(23,347)	109,679
EFFECT OF REORGANIZATION	449,198	(120,568)						(328,630)	-
BALANCE AT END OF PERIOD	\$449,198 =======	\$ 328,630 ======	\$ 6,255 ======	\$ (1,726) =======	\$ 993 ======	\$1,928 ======	\$(3,634) =======	\$(332,446) =======	\$ 449,198 =======

OGE Energy Corp. Consolidating Balance Sheet December 31, 1996

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Enogex Products Corp.	Enogex Services Corp.	Enogex Explor- ation Corp.	Centoma Gas Systems Inc.	Consolid- ating Ad- justments	OGE Consoli- dated Statement
ASSETS									
PROPERTY, PLANT & EQUIPMENT									
In service Construction work in	\$ -	\$3,574,241	\$322,210	\$ 33,827	\$ 55	\$68,929	\$ 6,270	\$-	\$4,005,532
progress	-	26,807	1,153	6	-	-	2	-	27,968
Total property, plant									
and equipment	-	3,601,048	323,363	33,833	55	68,929	6,272	-	4,033,500
Less accumulated depreciation	-	1,560,546	100,626	8,023	36	16,149	2,043	-	1,687,423
Not an and the set									
Net property, plant and equipment	-	2,040,502	222,737	25,810	19	52,780	4,229	-	2,346,077
OTHER PROPERTY AND									
INVESTMENTS, at cost	962,903	21,869	31,167	76	-	-	-	(985,400)	30,615
CURRENT ASSETS:									
Cash and cash equivalents Accounts receivable - customers, less	-	200	500	-	3,764	124	-	(2,065)	2,523
reserve of \$4,626	-	96,067	67,846	2,854	23,106	3,956	1,942	(66,797)	128,974
Accrued unbilled revenues	-	34,900	-	-	-	-	-	-	34,900
Accounts receivable-other Fuel inventories, at	26,848	44,699	853	92	632	-	-	(61,376)	11,748
LIFO cost	-	60,463	-	-	1,928	-	-	334	62,725
Materials and supplies, at average cost	_	20,387	4,440	_	_	_	_	_	24,827
Prepayments and other	-	3,094	703	13	30	436	24	-	4,300
Accumulated deferred		0,001		20					.,
tax assets	-	8,994	824	-	249	-	-	-	10,067
Total current assets	26,848	268,804	75,166	2,959	29,709	4,516	1,966	(129,904)	280,064
DEFERRED CHARGES:									
Advance payments for gas .	-	9,500	-	-	-	-	-	-	9,500
Income taxes recoverable through future rates	_	44,368	_	_	_	_	_	_	44,368
Other	-	36,198	6,343	1,280	8,413	349	3	(855)	51,731
Total deferred charges .		90,066	6,343	1,280	8,413	349	3	(855)	105,599
TOTAL ASSETS	. ,							\$(1,116,159)	\$2,762,355
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OGE Energy Corp. Consolidating Balance Sheet December 31, 1996

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Enogex Products Corp.	Enogex Services Corp.	Enogex Explor- ation Corp.	Centoma Gas Systems Inc.	Consolid- ating Ad- justments	OGE Consoli- dated Statement
CAPITALIZATION AND LIABILITI	ES								
CAPITALIZATION: Common stock and retained earnings Cummulative preferred	\$961,603	\$ 841,035	\$115,701	\$9,367	\$ 996	\$14,679	\$ 4,271 \$	(986,049)	\$ 961,603
stock Long-term debt		49,379 709,281	- 120,000	-	-	-	-	-	49,379 829,281
Total capitalization	961,603	1,599,695	235,701	9,367	996	14,679	4,271	(986,049)	1,840,263
CURRENT LIABILITIES: Short-term debt Dividends payable Customers' deposits Accrued taxes Accrued interest Long-term debt due within one year Other Total current liabilities DEFERRED CREDITS AND OTHER LIABILITIES:	1,300 26,848 - - - - - -	41,400 63,596 27,421 23,257 25,037 16,386 15,000 35,739 	35,372 - 1,601 3,446 - 3,037 43,456	15,727 - - 108 - - - 15,835	35,898 - (2) - 391 36,287	36,470 	1,883 - - - - - - 1,883	(103,390) (26,848) - - - - - (130,238)	41,400 86,856 27,421 23,257 26,761 19,832 15,000 39,188 279,715
Accrued pension and benefit obligation Accumulated deferred	-	57,137	4,198	-	-	-	-	-	61,335
income taxes Accumulated deferred	-	429,766	46,750	4,870	-	6,458	44	128	488,016
investment tax credits Other		78,028 8,779	- 5,308	- 53	- 858	-	-	- -	78,028 14,998
Total deferred credits and other liabilities	-	573,710	56,256	4,923	858	6,458	44	128	642,377
TOTAL CAPITALIZATION AND LIABILITIES	\$989,751 ======	\$2,421,241 =======		\$ 30,125 ======	\$ 38,141 ======	\$57,645 ======	\$ 6,198 \$ ========	(1,116,159) =======	\$2,762,355 ======

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This schedule contains summary financial information extracted from the OGE Energy Corp. Consolidated Statement of Income and Balance Sheet as reported on Form U-3A-2 as of December 31, 1996 and is qualified in its entirety by reference to such Form U-3A-2.

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YEAR DEC-31-1996 JAN-1-1996 DEC-31-1996 PER-B00K 2,762,355 1,387,435 133,332