

OGE ENERGY CORP
Form DEFA14A
April 22, 2008

SCHEDULE 14A

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

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))

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):

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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4) Date Filed:

April 22, 2008

Members are encouraged to vote their OGE shares

Annual Report & Proxy Statement are online; vote by telephone or Internet any time

The Annual Meeting of Shareowners of OGE Energy Corp. will be held at 10 a.m. Thursday, May 22, at the National Cowboy and Western Heritage Museum in Oklahoma City for the following purposes:

- (1) To elect three members of the Board of Directors
- (2) To ratify the appointment of Ernst & Young LLP as our principal independent accountants
- (3) To approve the OGE Energy Corp. 2008 Stock Incentive Plan
- (4) To approve the OGE Energy Corp. 2008 Annual Incentive Compensation Plan
- (5) To consider a shareowner proposal to eliminate the classification of the terms of the directors

The Board of Directors recommends a vote **FOR** the three named nominees for director, **FOR** the ratification of Ernst & Young LLP as the Company's principal independent accountants, **FOR** approval of the OGE Energy Corp. 2008 Stock Incentive Plan, **FOR** approval of the OGE Energy Corp. 2008 Annual Incentive Compensation Plan and **AGAINST** the shareowner proposal to eliminate the classification of the terms of the directors.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "AGAINST" PROPOSAL No. 5. The Board of Directors does not believe that this proposal is in the best interest of OGE Energy shareowners. The Board believes that it is important this proposal should not be implemented, and therefore recommends a vote against the proposal.

Most company members are shareowners through benefit plans like the Retirement Savings Plan (401k) administered by Fidelity Investments and as shareowners are entitled to vote. The company would like to emphasize the importance of everyone voting their shares, especially this year, because of the numerous items to be considered. Active members who own OGE shares through the Retirement Savings Plan will receive a Proxy card with instructions for voting by one of three methods:

- Internet: www.proxyvoting.com/oge
- Telephone: **1-866-540-5760**
- Mail: Return the Proxy Card in the postage paid envelope

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When voting on the Internet or by telephone, shareowners will need their proxy card available. The *control number* printed on the lower right hand side of the Proxy card must be entered to vote your proxy electronically, by following the prompts.

Members are encouraged to vote their OGE shares -2-

Shareowners are urged to register their *confidential vote* as soon as possible upon receipt of their proxy card to ensure the proxy is voted and not misplaced or inadvertently discarded. This also allows the company to keep current with the voting results.

Also, at the proxy voting Web site, shareowners may access the *OGE Energy Corp. 2007 Annual Report, Management's Discussion & Analysis*, and *2008 Proxy Statement*. All members are encouraged to review these materials, which are available here:

<http://mobular.net/bnymellon/oqe/index.html>

Electronic voting and Web site posting of financial reports and proxy information help the company save thousands of dollars in printing, mailing and handling costs. Every member who participates in the electronic voting process, by Internet or telephone, contributes to the savings.

Members requiring more information or printed copies of the annual report, MD&A and/or proxy statement should notify Don Kilby via e-mail at kilbydl@oge.com.

Results of the shareowner proxy voting will be announced during the Annual Meeting on May 22.