

OGE ENERGY CORP.  
Form 8-K  
May 08, 2009  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## FORM 8-K

CURRENT REPORT PURSUANT

TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) May 5, 2009

OGE ENERGY CORP.  
(Exact Name of Registrant as Specified in Its Charter)

Oklahoma  
(State or Other Jurisdiction of Incorporation)

1-12579  
(Commission File Number)

73-1481638  
(IRS Employer Identification No.)

321 North Harvey, P.O. Box 321, Oklahoma City, Oklahoma  
(Address of Principal Executive Offices)

73101-0321  
(Zip Code)

405-553-3000  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

(17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

(17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

OGE Energy Corp. (the “Company”) is the parent company of Oklahoma Gas and Electric Company, a regulated electric utility with approximately 772,000 customers in Oklahoma and western Arkansas, and Enogex LLC and its subsidiaries, a midstream natural gas pipeline business with principal operations in Oklahoma.

As previously announced on April 9, 2009, the Company’s Board of Directors named Sean Trauschke as Vice President and Chief Financial Officer. Attached as Exhibit 10.01 to this Form 8-K is the change of control agreement dated May 5, 2009, between the Company and Mr. Trauschke. With one exception, Mr. Trauschke’s change of control agreement is identical to the “Form of Change of Control Agreement with future officers of the Company” which was filed as Exhibit 10.03 to the Company’s Form 10-Q for the quarter ended June 30, 2008. The one exception is that Mr. Trauschke’s change of control agreement does not give Mr. Trauschke the ability to terminate his employment voluntarily for any reason during a 30-day period immediately following the first anniversary of a change of control and still receive a “good reason” severance.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit Number   Description**

|       |   |
|-------|---|
| 10.01 | Change of Control Agreement dated May 5, 2009 between the Company and Sean Trauschke. |
|-------|---|

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**OGE ENERGY CORP.**  
(Registrant)

By:

/s/ Scott Forbes  
Scott Forbes  
Controller and Chief Accounting Officer

May 8, 2009