

# **OGE ENERGY CORP.**

**Proxy Statement  
and  
Notice of Annual Meeting**

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**May 16, 2002**

**OGE ENERGY CORP.  
[LOGO]**

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## OGE ENERGY CORP.

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April 4, 2002

### Dear Shareowner:

You are cordially invited to attend the annual meeting of OGE Energy Corp. at 10:00 a.m. on Thursday, May 16, 2002, at the Omniplex, 2100 Northeast 52nd Street, Oklahoma City, Oklahoma.

The matters to be voted on at the meeting are described in the Notice of Annual Meeting of Shareowners and Proxy Statement on the following pages.

Even though you may own only a few shares, your proxy is important in making up the total number of shares necessary to hold the meeting. Whether or not you plan to attend the meeting, please vote your shares as soon as possible. A return envelope for your proxy card is enclosed for your convenience. Again this year, in addition to telephone voting, you also have the option of voting by the Internet. Instructions are included on the proxy card. Your vote will be appreciated.

If you arrive before the meeting, you will have the opportunity to visit informally with the management of your Company. In addition to the business portion of the meeting, there will be reports on our current operations and outlook.

Your continued interest in the Company is most encouraging and, on behalf of the Board of Directors and employees, I want to express our gratitude for your confidence and support.

Very truly yours,

Steven E. Moore  
Chairman of the Board, President  
and Chief Executive Officer

## Notice of Annual Meeting of Shareowners

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The Annual Meeting of Shareowners of OGE Energy Corp. will be held on Thursday, May 16, 2002, at 10:00 a.m. at the Omniplex, 2100 Northeast 52nd Street, Oklahoma City, Oklahoma, for the following purposes:

- (1) To elect three directors to serve for a three-year term; and
- (2) To transact such other business as may properly come before the meeting.

The map on page 20 will assist you in locating the Omniplex.

Shareowners who owned stock on March 18, 2002, are entitled to notice of and to vote at this meeting or any adjournment of the meeting. A list of such shareowners will be available, as required by law, at our principal offices at 321 N. Harvey, Oklahoma City, Oklahoma 73102.

Irma B. Elliott  
Vice President and Secretary

Dated: April 4, 2002

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### IMPORTANT — YOUR PROXY CARD IS ENCLOSED IN THIS ENVELOPE

To assure your representation at the meeting, please vote your shares by the Internet, by telephone or by signing, dating and returning the proxy card promptly in the enclosed envelope. No postage is required for mailing in the United States. If your shares are held in the name of a broker, trust, bank or other nominee and you plan to attend the meeting and vote your shares in person, you should bring with you a proxy or letter from the broker, trustee, bank or nominee confirming your beneficial ownership of the shares.

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# Proxy Statement

April 4, 2002

## Introduction

The Annual Meeting of Shareowners of OGE Energy Corp. (the "Company") will be held at the Omniplex, 2100 Northeast 52nd Street, Oklahoma City, Oklahoma, on May 16, 2002, at 10:00 a.m. For the convenience of those shareowners who may attend the meeting, a map is printed on page 20 that gives directions to the Omniplex. At the meeting, it is intended that the first item in the accompanying notice will be presented for action by the owners of the Company's Common Stock. The Board of Directors does not now know of any other matters to be presented at the meeting, but, if any other matters are properly presented to the meeting for action, the persons named in the accompanying proxy will vote upon them in accordance with their best judgment.

Your Board of Directors is sending you this proxy statement in connection with the solicitation of your proxy for use at the Annual Meeting. When you vote by Internet, by telephone or by mail, you appoint Steven E. Moore, Herbert H. Champlin, and H. L. Hembree, III as your representatives at the Annual Meeting. Messrs. Moore, Champlin, and Hembree will vote your shares, as you have instructed them, at the Annual Meeting. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the meeting, it is a good idea to vote your shares in advance of the meeting, just in case your plans change.

If an issue comes up for vote at the meeting that is not on the proxy card, Messrs. Moore, Champlin and Hembree will vote your shares, under your proxy, in accordance with their best judgment.

## Voting Procedures; Revocation of Proxy

You may vote by mail, by telephone, by Internet, or in person. To vote by mail, simply complete and sign the proxy card and mail it in the enclosed, prepaid and preaddressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you return a signed card but do not provide voting instructions, your shares will be voted **FOR** the three named nominees.

Shareowners of record also may vote by the Internet or by using the toll-free number listed on the proxy card. Telephone and Internet voting also is available to shareowners who hold their shares in the Dividend Reinvestment and Stock Purchase Plan and the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan (the "Retirement Savings Plan"). The telephone voting and Internet voting procedure is designed to verify shareowners through use of a Control Number that is provided on each proxy card. This procedure allows you to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone or by the Internet, you do not have to mail in your proxy card. Please see your proxy card for specific instructions.

If you wish to vote in person, we will pass out written ballots at the meeting. If you hold your shares in street name (i.e., they are held by your broker in an account for you), you must request a legal proxy from your broker in order to vote at the meeting.

If you change your mind after voting your proxy, you can revoke your proxy and change your vote at any time before the polls close at the meeting. You can revoke your proxy by either signing another proxy with a later date, by voting by Internet, by telephone or by voting at the meeting. Alternatively, you may provide a written statement to the Company (attention Irma B. Elliott, Vice President and Corporate Secretary) of your intention to revoke your proxy.

## Record Date; Number of Votes

If you owned shares of our Common Stock at the close of business on March 18, 2002, you are entitled to one vote per share upon each matter presented at the meeting.

On March 1, 2002, there were 77,991,713 shares of Common Stock outstanding. The Company does not have any other outstanding class of voting stock. No person holds of record or, to our knowledge, beneficially owns more than 5% of our Common Stock.

**Expenses of Proxy Solicitation**

We will pay all costs associated with preparing, assembling and mailing the proxy cards and proxy statements. We also will reimburse brokers, nominees, fiduciaries and other custodians for their expenses in forwarding proxy materials to shareowners. Officers and other employees of the Company may solicit proxies by mail, personal interview, telephone and/or telegraph. In addition, we have retained Mellon Investor Services to assist in the solicitation of proxies, at a fee of approximately \$7,500 plus associated costs and expenses. Our employees will not receive any additional compensation for soliciting proxies.

**Mailing of Proxy Statement and Annual Report**

This proxy statement and the enclosed proxy were mailed on or about April 4, 2002. Appendix A to this proxy statement has our audited financial statements and management's discussion and analysis of results of operations and financial condition. This Appendix A, and our Summary Annual Report which contains Mr. Moore's letter to shareowners, condensed financial statements and a summary discussion of results of operations was mailed with this proxy statement on or about April 4, 2002, to all of our shareowners who owned stock on March 18, 2002.

**Voting Under Plans**

If you are a participant in our Dividend Reinvestment and Stock Purchase Plan (DRIP), your proxy will represent the shares held on your behalf under the DRIP and such shares will be voted in accordance with the instructions on your proxy. If you do not vote your proxy, your shares in the DRIP will not be voted.

If you are a participant in our Retirement Savings Plan, you will receive a voting directive for shares allocated to your account. The trustee will vote these shares as instructed by you in your voting directive. If you do not return your voting directive, the trustee will vote your allocated shares in the same proportion that all plan shares are voted.

**Voting of Shares Held in Street Name by Your Broker**

Brokerage firms have authority under New York Stock Exchange Rules to vote customers' unvoted shares on certain "routine" matters, including the election of directors. If you do not vote your proxy, your brokerage firm may either vote your shares on routine matters or leave your shares unvoted. We encourage you to provide instructions to your brokerage firm by voting your proxy. This ensures your shares will be voted at the meeting. When a brokerage firm votes its customers' unvoted shares on routine matters, these shares are counted for purposes of establishing a quorum to conduct business at the meeting. A brokerage firm, however, cannot vote customers' shares on non-routine matters. Accordingly, these shares (sometimes referred to as broker non-votes) are considered not entitled to vote on non-routine matters, rather than as a vote against the matter.

**PROPOSAL NO. 1 —  
ELECTION OF DIRECTORS**

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The Board of Directors of the Company presently consists of nine members. The directors are classified into three groups. One class of directors is elected at each year's Annual Meeting for a three-year term and to continue in office until their successors are elected and qualified. The following three persons are the nominees of the Board to be elected for such three-year term at the Annual Meeting to be held on May 16, 2002: Mr. Herbert H. Champlin, Mrs. Martha W. Griffin, and Dr. Ronald H. White. Each of these individuals is currently a director of the Company whose term as a director is scheduled to expire at the Annual Meeting. Each director serves according to the Company's retirement policy for directors. Under the policy, directors are to retire upon completion of their term after reaching age 70.

The enclosed proxy, unless otherwise specified, will be voted in favor of the election as directors of the previously listed three nominees. The Board of Directors does not know of any nominee who will be unable to serve, but if any of them should be unable to serve, the proxy holder may vote for a substitute nominee. No nominee or director owns more than .47% of any class of voting securities of the Company.

For the nominees described herein to be elected as directors, they must receive a majority of the votes of shares of Common Stock present in person

or by proxy and entitled to vote. Withholding authority is treated as a vote against.

Each director of the Company during 2001 was also a director of the Company's principal subsidiary, Oklahoma Gas and Electric Company ("OG&E"). The Company became the parent company of OG&E pursuant to a corporate reorganization, effective December 31, 1996.

**INFORMATION ABOUT DIRECTORS AND NOMINEES**

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The following contains certain information as of March 1, 2002, concerning the three nominees for directors, as well as the directors whose terms of office extend beyond the Annual Meeting on May 16, 2002.

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***Nominees For Election For Term Expiring at 2005 Annual Meeting of Shareowners***

**HERBERT H. CHAMPLIN**, 64, is President of Champlin Exploration, Inc., an independent oil producer, and Chairman of Enid Data Systems, computer marketers, both located in Enid, Oklahoma. Mr. Champlin has been a director of the Company since December 31, 1996, and of OG&E since 1982, and is a member of the audit and compensation committees of the Board. Mr. Champlin also was engaged separately during 2001 as a part of his principal business occupation in the petroleum industry and had interests in oil and gas wells

[PHOTO]

**MARTHA W. GRIFFIN**, 67, owner of Martha Griffin White Enterprises, is presently engaged in the management of her personal investments, the operation of a ranch and various civic activities. Prior to September 30, 1994, she served as Chairman of the Board of Griffin Television, Inc., located in Oklahoma City, Oklahoma, and Chairman of the Board of Griffin Food Company (a subsidiary of Griffin Television, Inc.). Mrs. Griffin has been a director of the Company since December 31, 1996, and of OG&E since 1987, and is chairman of the nominating committee and a member of the compensation committee of the Board.

[PHOTO]

**RONALD H. WHITE, M.D.**, 65, is a practicing cardiologist and is President and Chief Executive Officer of Cardiology, Inc. in Oklahoma City. He serves as President, Partner and Director of Oklahoma Cardiovascular Associates, and a member of the Board of Managers of Oklahoma Heart Hospital. He was a member of the Board of Regents of the University of Oklahoma for 14 years. Dr. White has been a director of the Company since December 31, 1996, and of OG&E since 1989, and is a member of the audit and nominating committees of the Board.

[PHOTO]

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**Directors Whose Terms Expire at 2004 Annual Meeting of Shareowners**

**LUKE R. CORBETT**, 55, is Chairman and Chief Executive Officer of Kerr-McGee Corporation, which is engaged in oil and gas exploration and production and chemical operations. He has been employed by Kerr-McGee Corporation for more than 16 years, having served as Chairman and Chief Executive Officer since 1997; President and Chief Operating Officer from 1995 to 1997; and Group Vice President from 1992 to 1995. Mr. Corbett also serves as a member of the Board of Directors of BOK Financial Corporation, and Noble Drilling Corporation. Mr. Corbett has been a director of the Company since December 31, 1996, and of OG&E since December 1, 1996, and is chairman of the compensation committee and is a member of the audit committee of the Board.

[PHOTO]

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**ROBERT KELLEY**, 56, is President of Kellco Investments Inc., a private investment company. Prior to May 1, 2001, he served as Chairman of the Board of Noble Affiliates, Inc., an independent energy company with exploration and production operations in the United States and international operations in China, Equador, Equatorial Guinea and the U.K. sector of the North Sea. Prior to October 2, 2000 he also served as President and Chief Executive Officer of Noble Affiliates, Inc. and of its three subsidiaries: Samedan Oil Corporation, Noble Gas Marketing Inc., and Noble Trading, Inc. Mr. Kelley also serves as a member of the Board of Directors of Prize Energy Corp., Continental Resources, Inc., and Lone Star Technologies, Inc. Mr. Kelley has been a director of the Company since December 31, 1996, and of OG&E since January 17, 1996, and is chairman of the audit committee and a member of the compensation committee of the Board.

[PHOTO]

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**J. D. WILLIAMS**, 64, is founder and a former member of Williams & Jenson, P.C., a law firm in Washington, D. C. He continues to practice law and is involved in various civic and related matters. Mr. Williams has been a director of the Company since January 2001, and is a member of the audit and nominating committees of the Board.

[PHOTO]

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**Directors Whose Terms Expire at 2003 Annual Meeting of Shareowners**

**WILLIAM E. DURRETT**, 71, is Senior Chairman of the Board of American Fidelity Corporation, an insurance holding company and Chairman of North American Insurance Agency, Inc. From May 1998 to October 1999, he also served as President and Chief Executive Officer of North American Insurance Agency, Inc. From November 1989 to 1998, Mr. Durrett served as Chairman, President and Chief Executive Officer of American Fidelity Corporation. He also serves as a member of the Boards and holds various executive positions in numerous other subsidiaries of American Fidelity Corporation. He also serves as a director of BOK Financial Corporation and is past Chairman of the Board of Integris Health. Mr. Durrett has been a director of the Company since December 31, 1996, and of OG&E since March 1991, and is a member of the audit and compensation committees of the Board.

[PHOTO]

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**H. L. Hembree, III**, 70, is Managing Partner of Sugar Hill Partners, a family partnership engaged in trucking, tire remanufacturing, agriculture and oil and gas exploration, located in Fort Smith, Arkansas. Prior to 1998, he was Chairman of the Executive Committee of Merchants National Bank, Fort Smith, Arkansas. He has been a director of the Company since December 31, 1996, and of OG&E since 1985, and is a member of the compensation and nominating committees of the Board.

[PHOTO]

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**STEVEN E. MOORE**, 55, is Chairman, President and Chief Executive Officer of the Company and of OG&E, having been appointed to such positions with the Company effective December 31, 1996. Mr. Moore was appointed President of OG&E in August 1995, and as Chief Executive Officer and Chairman of OG&E in May 1996. Mr. Moore has been employed by OG&E for more than 27 years, having previously served as Senior Vice President of Law and Public Affairs. He also serves as a director of BOK Financial Corporation, INTEGRIS Health, and has served on many industry-wide committees in the electric utility industry. Mr. Moore has been a director of the Company since 1996 and of OG&E since October 1995.

[PHOTO]

## INFORMATION CONCERNING THE BOARD OF DIRECTORS

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Each member of our Board of Directors was also a director of OG&E during 2001. The Board of Directors of the Company met on 6 occasions during 2001 and the Board of Directors of OG&E met on 5 occasions during 2001. Each director attended at least 80% of the total number of meetings of the Boards of Directors and the committees of the Boards on which he or she served, except Mr. Hembree and Dr. White who attended 73% and 70% respectively.

**Committees.** The committees of the Company's Board of Directors include a compensation committee, an audit committee and a nominating committee. The Directors who are members of the various committees of the Company serve in the same capacity for purposes of the OG&E Board.

The members of the committees during 2001, and the duties and responsibilities of the committees are described below.

<u>Name of Committee and Members</u>	<u>Functions of the Committee</u>	<u>Number of Meetings in 2001</u>
<i>Compensation Committee:</i>	Oversees	3
Herbert H. Champlin	o compensation of principal	
Luke R. Corbett*	officers	
William E. Durrett	o salary policy	
Martha W. Griffin	o benefit programs	
H. L. Hembree, III	o compensation for outside	
Robert Kelley	directors	
	o future objectives and goals of the Company	
<i>Audit Committee:</i>	Oversees financial reporting process	2
Herbert H. Champlin	o evaluate performance of independent	
Luke R. Corbett	auditors	
William E. Durrett	o review and recommend selection of	
Robert Kelley*	independent auditors	
Ronald H. White	o discuss with internal and independent	
J.D. Williams	auditors scope and plans for audits, adequacy and effectiveness of accounting and financial controls, and results of their examinations	
	o review interim financial statements and annual financial statements to be included in Form 10-K	
<i>Nominating Committee:</i>	Reviews and recommends	3
Martha W. Griffin*	o nominees for election as	
H.L. Hembree, III	directors	
Ronald H. White	o membership of director	
J.D. Williams	committees	

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\* Chairperson

**Shareowner Nominations for Directors.** It is expected that the nominating committee will consider nominees recommended by shareowners in accordance with our By-laws. Our By-laws provide that if you intend to nominate director candidates for election at an Annual Meeting of Shareowners you must deliver written notice to the Corporate Secretary not later than 90 days in advance of the meeting. The notice must set forth certain information concerning you and the nominee(s), including each nominee's name and address, a representation that you are entitled to vote at such meeting and intend to appear in person or by proxy at the meeting to nominate the person or persons specified in your notice, a description of all arrangements or understandings between you and each nominee and any other person pursuant to which the nomination or nominations are to be made by you, such other information as would be required to be included in a proxy statement soliciting proxies for the election of the nominee(s) and the consent of each nominee to serve as a

director if so elected. The chairman of the Annual Meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

**Director Compensation.** Compensation of non-officer directors of the Company during 2001 consisted of an annual retainer fee of \$39,500, of which \$2,000 was payable monthly in cash (the same amount that has been

paid monthly since August 1994) and \$15,500 was deposited in the director's account under the Directors' Deferred Compensation Plan and converted to 708.742 common stock units based on the closing price of the Company's Common Stock on December 1, 2001. Each non-officer director also received a grant during the first quarter of 2001 of stock options to purchase 1,000 shares of the Company's common stock at an exercise price equal to the fair market value at the date of the grant. The options were granted at the same time and on the same terms as the grant to executive officers. The options have a 10 year term and vest over three years, with one-third of the options becoming exercisable at the end of each year. In addition, all non-officer directors received \$1,000 for each Board meeting and \$1,000 for each committee meeting attended. These amounts represent the total fees paid to directors in their capacities as directors of the Company and OG&E.

Under the Directors' Deferred Compensation Plan, non-officer directors may defer payment of all or part of their attendance fees and the cash portion of their annual retainer fee, which deferred amounts are credited to their account on the date the deferred amounts otherwise would have been paid.

Amounts credited to the accounts are assumed to be invested in one or more of the investment options permitted under the Plan. During 2001, those investment options included a Company Common Stock fund, whose value was determined based on the stock price of the Company's Common Stock, a money market fund, a bond fund and several stock funds.

When an individual ceases to be a director of the Company, all amounts credited under the Plan are paid in cash in a lump sum or installments. As an alternative to these investment options, prior to January 1, 2000, a non-officer director could elect to have all or any deferred portion of the attendance fees and the cash portion of the annual retainer fee applied to purchase life insurance for the director. Any deferred attendance or retainer fees used to purchase life insurance may not be transferred to other investment options.

Historically, for those directors who retired from the Board of Directors after 10 years or more of service, the Company and OG&E continued to pay their annual cash retainer until their death. In November 1997, the Board eliminated this retirement policy for directors. Directors who retired prior to November 1997, however, will continue to receive benefits under the former policy.

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## REPORT OF AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company (the "Audit Committee") oversees the Company's financial reporting process on behalf of the Board of Directors. Management, however, has the primary responsibility for the financial statements and the reporting process including the systems of internal controls.

The Audit Committee has six members, none of whom has any relationship to the Company that interferes with the exercise of his or her independence from management and the Company, and each of whom qualifies as independent under the standards used by the New York Stock Exchange, where the Company's shares are listed. The Audit Committee operates under a written charter that has been approved by the Board of Directors. The Audit Committee annually reviews and reassesses the adequacy of its charter. Among other things, the charter specifies the scope of the Audit Committee's responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements.

In fulfilling its oversight responsibilities regarding the 2001 financial statements, the Audit Committee reviewed with Company management the audited financial statements contained in our Annual Report. The Audit Committee's review included a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee also reviewed the 2001 financial statements with the Company's independent auditors. The Company's independent auditors are responsible for expressing an opinion on the conformity of our audited financial statements with generally accepted accounting principles. Our review with the independent auditors included a discussion of the auditors' judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 61. In addition, the Audit Committee discussed with the independent auditors the auditors' independence from management and the Company, including the matters in the written disclosures received by the Audit Committee in accordance with the requirements of the Independence Standards Board.

The Audit Committee also discussed with the Company's internal and independent auditors the overall scope and plans for their respective audits for 2002. The Audit Committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting. The Audit Committee held two meetings during 2001 and the Chairman of the Audit Committee met with the auditors by telephone on a quarterly basis to discuss the Company's quarterly financial statements.



### Fees For Independent Auditors

During 2001, the Company retained its principal independent public accountants, Arthur Andersen, to provide services in the following categories and amounts:

Audit Fees	\$	461,749
Financial Information Systems Design and Implementation Fees	\$	0
All Other Fees <sup>1</sup>	\$	1,752,673

The Audit Committee has considered whether the provision of non-audit services by the Company's principal independent public accountants is compatible with maintaining auditor independence.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the Company's audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2001, for filing with the Securities and Exchange Commission. The Audit Committee and the Board selected in September 2001 Arthur Andersen as the Company's independent auditors for 2002. The Audit Committee reviewed and is continuing to review the impact of recent litigation and the criminal indictment against Arthur Andersen. The Board of Directors and the Audit Committee in their discretion may change the selection of the independent auditors at any time during the year if they determine that such change would be in the best interest of the Company and its shareholders.

### Audit Committee

Robert Kelley, Chairman  
Herbert H. Champlin, member  
Luke R. Corbett, member  
William E. Durrett, member  
Ronald H. White, member  
J.D. Williams, member

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<sup>1</sup> Other Fees include, among other things, tax consulting and compliance, accounting work related to financings, and benefit plan audits.

## EXECUTIVE OFFICERS' COMPENSATION

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The Compensation Committee of the Board of Directors of the Company (the "Committee") administers our executive compensation program. The Committee's report on compensation paid to executive officers during 2001 is set forth below.

## REPORT OF COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

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**General.** The primary goals of the Committee in setting executive compensation in 2001 were: (i) to provide a competitive compensation package that would enable us to attract and retain key executives and (ii) to align the interests of our executives with those of our shareowners and also with our performance.

Compensation to our executive officers in 2001 was comprised primarily of salary, annual awards under our Annual Incentive Compensation Plan and long-term awards under our Stock Incentive Plan.

In an effort to ensure the continued competitiveness of our executive compensation policies, the Committee in 2001 continued to use as a guideline in setting base salaries the average of the compensation paid to similar executives within the approximately 93 electric services organizations included in the Energy Services Industry Compensation Survey (the "Electric Holding Company Survey Group"), with the exception of the base salary of Roger Farrell, the President and Chief Executive Officer of the Company's subsidiary, Enogex Inc. The guideline used in setting Mr. Farrell's base salary was the average of the salaries paid to similar executives at eleven natural gas gathering and distribution companies (the "Enogex Survey Group"), which included companies

that, like Enogex, are engaged in the gathering, processing, transportation and marketing of natural gas and similar activities. In making long-term and annual incentive awards, the Committee considered not only awards paid to comparable executives in the 50th percentile of the Electric Holding Company Survey Group and Enogex Survey Group, but also awards made to similar executives at approximately the 25th percentile of the awards made to similar executives in the Towers Perrin General Industry Compensation Data Bases<sup>1</sup> (the "General Industry Survey Group"), which as the name implies includes companies from other industries, not just utility companies. All compensation data from these surveys was size-adjusted so that it would compare to the Company's or Enogex's revenues, as appropriate.

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1 The companies in the Electric Holding Company Survey Group, Enogex Survey Group and General Industry Survey Group are not the same as the utilities in the Dow Jones Electric Index utilized in the Stock Performance Graph on page 18. The Electric Holding Company Survey Group, Enogex Survey Group and General Industry Survey Group were selected by Towers Perrin, the Company's compensation consultants, and, in the judgment of the Committee, are appropriate peer groups to use for compensation purposes.

The annual and long-term incentive portions of an executive's compensation are intended to achieve the Committee's goal of aligning an executive's interests with our shareowners' and with our performance. These portions of an executive's compensation are placed at risk and are linked to the accomplishment of specific results that are designed to benefit our shareowners and the Company, both in the long and short term. As a result, during years of excellent performance, executives are provided the opportunity to earn a highly competitive level of compensation and, conversely, in years of below-average performance, their compensation may be below competitive levels. Generally, higher level executive officers have a greater level of their compensation placed at risk.

A Federal tax law currently limits our ability to deduct an executive's compensation in excess of \$1,000,000 unless such compensation qualifies as "performance based compensation" or certain other exceptions are met. This law did not impact us in 2001. The Committee has continued to analyze the structure of its salary and various compensation programs in light of this law. The Committee's present intent is to take appropriate steps to ensure the continued deductibility of its executive compensation. For this reason, the Committee and the Board of Directors recommended, and the shareowners approved, the Stock Incentive Plan and a new Annual Incentive Plan at the 1998 Annual Meeting so that certain compensation payable thereunder would qualify for the "performance based compensation" exception to the \$1,000,000 deduction limit and thereby continue to be deductible by the Company.

**Base Salary.** The base salaries for our executive officers in 2001 were designed to be competitive with the Electric Holding Company Survey Group (other than the base salary of Roger Farrell, which was designed to be competitive with the Enogex Survey Group) and generally approximated the salary at the 50th percentile of the range for comparable executives employed by companies in such survey group. Actual base salaries were determined based on individual performance and experience. The salaries of executive officers for 2001 were determined in November 2000, with an effective date of January 1, 2001 and were subject to adjustment during the year if an individual's duties and responsibilities changed. The 2001 base salary amounts for the most highly compensated executive officers are shown in the salary column of the Summary Compensation Table on page 14.

**Annual Incentive Compensation Plan.** Awards with respect to 2001 performance were made under the Annual Incentive Compensation Plan to 70 employees, including all executive officers. The Plan was designed to provide key management personnel with annual incentive awards, the payment of which is tied to the achievement of specified Company objectives. Payouts of the award were in cash and were dependent entirely on the achievement of the corporate goals that were established by the Committee in January 2001.

For Messrs. Moore and Strecker, the two most senior executive officers of the Company, the corporate goals were based: (i) 50% on a Company consolidated earnings per share target established by the Committee, (ii) 25% on a combined operating and maintenance expense and capital expenditure target for OG&E established by the Committee, and (iii) 25% on a combined earnings before interest ("EBIT") target established by the Committee for OG&E's power supply business unit, Enogex and Enogex's subsidiaries. For other executive officers, such as Mr. Hatfield, who do not direct a specific business operating unit, the corporate goals were based: (i) 45% on the earnings target described above, (ii) 22.5% on the operating and maintenance expense and capital expenditure target described above, (iii) 22.5% on the EBIT target described above, and (iv) 10% on the performance of all other corporate goals established by the Committee for participants in the Plan. For executive officers who did direct a specific business operating unit, the corporate goals were based: (i) 45% on the earnings target described above, (ii) either 45% on the operating and maintenance expense and capital expenditure target described above or 30% on the EBIT target described above and 15% on a combined return on invested capital ("ROIC") target for OG&E's power supply business unit, Enogex and Enogex's subsidiaries, and (iii) 10% on specific corporate goals established by the Committee for the business unit (including, such items as safety, customer satisfaction and power plant availability).

The amount of the award for each executive officer was expressed as a percentage of base salary (the "targeted amount"), with the officer having the ability, depending upon achievement of the corporate goals, to receive from 0% to 150% of such targeted amount. For 2001, the targeted amount ranged from 25% to 60% of base salary and approximated the 50th percentile of the level of such awards granted to comparable executives employed by companies in the Electric Holding Company Survey Group.

The percentage of the targeted amount that an officer ultimately received based on corporate performance was subject to being decreased, but not increased, at the discretion of the Committee. For 2001, earnings per share, operating and maintenance expense, EBIT and ROIC did not meet the minimum level of performance established by the Committee for a payout. Corporate performance of certain of the remaining

specific corporate goals for business units exceeded the minimum levels of achievement established by the Committee and resulted in total payouts under the Annual Incentive Plan to executive officers ranging from 0.0% to 10.1% of their targeted amounts and from 0.0% to 3.02% of their base salaries. Payouts under the Annual Incentive Plan are reflected in the bonus column of the Summary Compensation Table on page 14.

**Long-Term Awards.** Another significant component of executive compensation in 2001 was long-term awards under our Company's Stock Incentive Plan, which, as noted above, also was approved by the shareowners at the 1998 Annual Meeting. The Plan provides for the grant of any or all of the following types of awards: stock options, stock appreciation rights, restricted stock and performance units. In 2001, the Committee made awards of stock options and restricted stock. In making awards of stock option and restricted stock, the Committee considered numerous factors as discussed below and reviewed the expected value of long-term compensation payable to executives (other than Mr. Farrell) in the 50th percentile of the Electric Holding Company Survey Group and the 25th percentile of the General Industry Survey Group. The expected value of long-term compensation payable to the most senior level executives in the 25th percentile of the General Industry Survey Group was substantially higher than the expected value of long-term compensation payable to comparable executives in the 50th percentile of the Electric Holding Company Survey Group and substantially higher than the expected value of long-term compensation awarded by the Committee in the past to comparable executive officers at the Company. For other executive officers, the expected value of the long-term compensation in the 25th percentile of the General Industry Survey Group approximated or was below the expected value of long-term compensation payable to comparable executives in the 50th percentile of the Electric Holding Company Survey Group. While the Committee intends to continue to consider the long-term compensation payable to comparable executives in the 25th percentile of the General Industry Survey Group in awarding long-term compensation to the Company's executive officers, the Committee sought generally in 2001 to provide executive officers (other than Mr. Farrell) with an aggregate value of long-term compensation equal to the expected value of long-term incentives payable to executives in the 50th percentile of the Electric Holding Company Survey Group. The Committee sought to award Mr. Farrell with long-term compensation approximating the long-term incentives awarded to comparable executives in the 25th percentile of the General Industry Survey Group and the Enogex Survey Group, adjusted to avoid increasing Mr. Farrell's grant of long-term incentives in an amount not generally consistent with the increases granted to other senior executives.

Stock options were granted to executive officers during the first quarter of 2001 at an exercise price equal to the fair market value at the date of the grant. The options have a 10 year term and vest over 3 years, with one-third of the options becoming exercisable at the end of each year. Since options were granted with an exercise price equal to the market value of our Common Stock at the time of grant, they provide no value unless our stock price increases after the options are granted. These awards are thus tied to stock price appreciation in excess of the stock's value at time of grant, rewarding executives as if they shared in the ownership of the Company. The number of shares subject to options for each executive officer was determined by taking the expected value to be provided in options, as determined above, and dividing that amount by the estimated current value of an option for our stock using a variation of the Black-Scholes Option Pricing methodology provided by an outside compensation consultant. This resulted in executive officers receiving stock options with an estimated value of approximately 16.7% to 83-1/3% of their 2001 base salaries.

The restricted stock awards in 2001 under the Stock Incentive Plan were similar to the awards in prior years under the former Restricted Stock Plan. Each share of restricted stock is subject to a Restriction Period of three years during which the share is subject to forfeiture if the recipient of the share ceases to render substantial services to the Company or a subsidiary for any reason (other than death, disability or retirement) and during which the share may not be transferred.

Awards of restricted stock under the Stock Incentive Plan made at the end of 2001 were based on the individual's performance during 2001. In evaluating an individual's performance, the committee considered individual job performance, experience and individual characteristics such as leadership and dedication, with no particular weight given to one factor over another. As noted above, the Committee also considered the long-term incentives awarded to similar executives by corporations in approximately the 50th percentile of the Electric Holding Company Survey Group (the 25th percentile of the General Industry Survey Group and the Enogex Survey Group for Mr. Farrell) and awarded restricted stock to executive officers having a value (based on the fair market value of the Company's Common Stock on the date of the award and discounted to reflect the risk of forfeiture) of approximately 6.25% to 36.25% of such executive officer's anticipated 2002 base salary.

As in prior years, each share of restricted stock awarded in 2001 is subject to forfeiture during a Restriction Period. Moreover, as in prior years, the shares awarded in 2001 to all the executive officers contained a significant additional condition. Such officers generally

will be entitled at the end of the Restriction Period of three years to keep the full amount of the shares awarded to them only if the Company during such period meets or exceeds a specific return on equity target as compared to the return on average equity for the approximately 67 electric and combination utility companies (including utility holding companies) as reported by the Bloomberg Financial News Services (the "Energy Supply Index") with the officer receiving fewer shares and possibly no shares depending on the Company's performance relative to the performance of the Companies in the Energy Supply Index. The Committee's rationale for this additional condition was to continue to reward past service and to align the officers' interests with those of our shareowners and, at the same time, to tie the restricted stock awards directly to long-term corporate performance. The amount of shares awarded in 2001 that an officer will ultimately receive will not be determined until the end of 2004. Prior awards of restricted stock or stock options were not considered by the Committee in making awards in 2001.

**CEO Compensation.** The 2001 compensation for Mr. Moore consisted of the same components as the compensation for other executive officers. Mr. Moore's 2001 salary was increased from \$575,000 to \$650,000, effective January 1, 2001, and his 2001 targeted award under the Annual Incentive Plan was set at 60% of this base salary, which the Compensation Committee believed were appropriate levels based on his performance and his prior experience. As a result of 2001 corporate performance described above, he did not receive any payout under the Annual Incentive Plan. The awards of restricted stock and stock options made to Mr. Moore were based on his prior performance and a comparison of his award to the long-term compensation of other chief executive officers in the 50th percentile of the Electric Holding Company Survey Group. Consideration also was given to Mr. Moore's prior experience with the Company and OG&E, his demonstrated leadership skills and his positive reputation within the community and utility industry. Based on these factors, the Committee determined to grant Mr. Moore a restricted stock award having an approximate value (discounted to reflect the risk of forfeiture) at the date of its grant of 36.25% of his anticipated base salary for 2002 and stock options having an expected value of approximately 83 1/3% of his 2001 base salary. As was the case with respect to awards of restricted stock to other key officers, Mr. Moore's ultimate receipt of the shares awarded to him will be dependent upon the Company's achievement of specified return on equity targets during 2002, 2003 and 2004.

**Other Benefits.** Virtually all of our employees, including executive officers, are eligible to participate in the Retirement Savings Plan and pension plan. Both the Retirement Savings Plan and pension plan have supplemental restoration plans that enable executive officers to receive the same benefits that they would have received in the absence of limitations imposed by the federal tax laws on contributions or payouts. In addition, a Supplemental Executive Retirement Plan (the "SERP"), which was adopted in 1993, offers attractive pension benefits to lateral hires. No officer participated in the SERP during 2001. The SERP is not expected to benefit present executive officers generally who remain employed by the Company or OG&E until age 65. In reviewing the benefits under the SERP, Retirement Savings Plan, pension plan and related restoration plans, the Committee sought in 2001 to provide participants with benefits at least commensurate with those offered by other utilities of comparable size. The restoration plans for the Retirement Savings Plan and pension plan contain provisions requiring their immediate funding in the event of certain mergers, consolidations or tender offers involving the Company.

**Conclusion.** The Committee believes that our Company's executive compensation system serves the interests of the Company and our shareowners effectively. The Committee takes very seriously its responsibilities with respect to our executive compensation system. To this end, the Committee will continue to monitor and revise the compensation policies as necessary to ensure that our compensation system continues to meet the needs of the Company and our shareowners.

#### Compensation Committee

Luke R. Corbett, Chairman  
Herbert H. Champlin, member  
William E. Durrett, member  
Martha W. Griffin, member  
Hugh L. Hembree, III, member  
Robert Kelley, member

## SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation paid or to be paid by us or any of our subsidiaries to the Chief Executive Officer and four other most highly compensated executive officers for the past three years. To the extent the table shows zeros for other annual compensation or payouts under long-term incentive plans for a particular year, no amounts were required to be reported in such year or, in the case of other annual compensation, the amounts were below the threshold required for disclosure under the SEC's rules.

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation
		Salary (\$)	Bonus(1) (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Restricted Stock Awards(2) (\$)	Securities Underlying Options/SAR(#)	LTIP Payouts (\$)	
S.E. Moore, Chairman, President and Chief Executive Officer	2001	650,000	0	0	297,478	104,700	0	:
	2000	575,000	245,154	0	296,629	77,800	0	:
	1999	495,000	91,476	0	210,615	72,800	0	:
A.M. Strecker Executive Vice President and Chief Operating Officer	2001	420,000	0	0	132,918	43,300	0	:
	2000	370,000	131,459	0	122,661	35,000	0	:
	1999	320,000	48,384	0	94,867	43,200	0	:
R.A. Farrell President and Chief Executive Officer Enogex Inc.	2001	325,000	2,971	0	79,811	25,100	0	:
	2000	280,000	81,138	0	71,181	20,800	0	:
	1999	230,000	60,950	0	56,392	25,400	0	:
J.R. Hatfield Sr. Vice President and Chief Financial Officer	2001	275,000	7,035	0	76,141	21,300	0	:
	2000	240,000	76,744	0	60,217	17,900	0	:
	1999	190,000	22,344	0	48,336	16,300	0	:
J.T. Coffman Sr. Vice President Power Supply	2001	235,000	4,379	0	44,198	18,200	0	:
	2000	225,000	68,144	0	51,455	16,700	0	:
	1999	190,000	22,344	0	45,315	16,300	0	:

(1) As explained on page 11, amounts in this column reflect payouts under the Annual Incentive Compensation Plan.

(2) Amounts in this column reflect the market value of the shares of Restricted Stock awarded under the Stock Incentive Plan, based on the closing price of the Company's Common Stock on the date the award was made. The number of shares awarded in 2001, 2000, and 1999, was as follows: (i) Mr. Moore, 12,889 shares, 11,985 shares, and 11,085 shares, respectively; (ii) Mr. Strecker, 5,759 shares, 4,956 shares, and 4,993 shares, respectively; (iii) Mr. Farrell, 3,458 shares, 2,876 shares, and 2,968 shares, respectively; (iv) Mr. Hatfield, 3,299 shares, 2,433 shares, and 2,544 shares, respectively; and (v) Mr. Coffman, 1,917 shares, 2,079 shares, and 2,385 shares, respectively.

In the absence of death, disability or normal retirement, the shares awarded to these individuals are subject to forfeiture for three years with the amount the recipient ultimately receives dependent on Company performance. The total number of shares and market value of Restricted Stock held by each of the named individuals as of December 31, 2001, were as follows: Mr. Moore, 39,840 shares, \$919,507; Mr. Strecker, 18,008 shares, \$415,625; Mr. Farrell, 10,654 shares, \$245,894; Mr. Hatfield, 9,145 shares, \$211,066; and Mr. Coffman, 7,248 shares, \$167,284. Dividends are paid to these individuals on the shares of Restricted Stock owned by them.

- (3) Amounts in this column for 2001 reflect: (i) for Mr. Moore, \$40,282 (Retirement Savings Plan and Deferred Compensation Plan) and \$14,933 (insurance premiums); (ii) for Mr. Strecker, \$24,816 (Retirement Savings Plan and Deferred Compensation Plan) and \$9,296 (insurance premiums); (iii) for Mr. Farrell, \$12,184 (Retirement Savings Plan and Deferred Compensation Plan) and \$11,573 (insurance premiums); (iv) for Mr. Hatfield, \$10,552 (Retirement Savings Plan and Deferred Compensation Plan) and \$11,008 (insurance premiums); and (v) for Mr. Coffman, \$13,642 (Retirement Savings Plan and Deferred Compensation Plan) and \$8,938 (insurance premiums). A significant portion of the insurance premiums reported for each of these individuals is for life insurance policies and such premiums are recovered by the Company from the proceeds of the policies.

**OPTIONS AND STOCK APPRECIATION RIGHTS (SARs)**

The following table indicates for each of the named executives (i) the extent to which the Company used stock options and SARs for executive compensation purposes in 2001 and (ii) the potential value of such options and SARs as determined pursuant to the SEC rules.

**Options and SARs Granted in 2001**

Individual Grants					Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Name	Options/SARs Granted(1)#	% of Total Options and SARs Granted to Employees in 2001	Exercise or Base Price (\$/Share)	Expiration Date	5%(\$)(2)	10%(\$)(2)
S.E. Moore	104,700	24.51	\$22.50	1/17/11	\$1,481,519	\$3,754,459
A.M. Strecker	43,300	10.14	\$22.50	1/17/11	612,701	1,552,704
R.A. Farrell	25,100	5.88	\$22.50	1/17/11	355,168	900,066
J.R. Hatfield	21,300	4.99	\$22.50	1/17/11	301,398	763,801
J.T. Coffman	18,200	4.26	\$22.50	1/17/11	257,532	652,638

(1) Options were granted on January 17, 2001 and become exercisable in one-third annual installments beginning one year from the date of grant. No SARs were awarded for 2001.

(2) The hypothetical potential appreciation shown in columns (f) and (g) for the named executives is required by the SEC rules. The amounts in these columns do not represent either the historical or anticipated future level of appreciation of our Common Stock.

The following table indicates for each of the named executives the number and value of exercisable and unexercisable options and SARs as of December 31, 2001.

**Aggregated Option and SAR Exercises in 2001  
and FY-End Option/SAR Value**

(a)	(b)	(c)	(d)	(e)
Name	Shares Acquired on Exercise (#)	Realized Value (\$)	Number of Unexercised Options and SARs at 12/31/01 (#) - Exercisable (ex)/ Unexercisable (unex)	Value of Unexercised Money Options 12/31/01 (\$) - Exercisable Unexercisable
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S.E. Moore	N/A	N/A	178,466 (ex) 180,834 (unex)	\$125,256 311,244
A.M. Strecker	N/A	N/A	81,866 (ex) 81,034 (unex)	56,347 137,817
R.A. Farrell	N/A	N/A	48,666 (ex) 47,434 (unex)	33,486 81,536
J.R. Hatfield	N/A	N/A	29,232 (ex) 38,668 (unex)	28,816 69,995
J.T. Coffman	N/A	N/A	28,832 (ex) 34,768 (unex)	26,884 64,333

\* Share price on December 31, 2001 was \$23.08. Options vest over 3 years with one-third becoming exercisable at the end of each year. Unexercisable options were granted on January 20, 1999 at a price of \$28.75, January 19, 2000 at a price of \$18.25, and January 17, 2001 at a price of \$22.50. No SARs were granted in 2001.

**PENSION PLAN TABLE**

The Company and OG&E maintain a qualified non-contributory pension plan (the "Retirement Plan") covering all employees who have completed one year's service. Subject to limitations imposed by the Employee Retirement Income Security Act of 1974 ("ERISA"), benefits payable under the Retirement Plan are based upon (i) the average of the five highest consecutive years of cash compensation (which for the executives named in the Summary Compensation Table prior to 1993 consisted solely of salaries and for subsequent years consists of salary and bonus) during an employee's last ten years prior to retirement and (ii) length of service. Social Security benefits are deducted in determining benefits payable under the Retirement Plan. Compensation covered by the Retirement Plan includes salaries, bonuses and overtime pay. As indicated in the Report of the Compensation Committee, the Board approved changes to the Retirement Plan. Previously, benefits were reduced for each year prior to age 62 that an employee retired and were significantly reduced for retirement prior to age 55. The changes adopted in 2000 included: (i) elimination of the significant reduction for employees electing to retire before age 55, (ii) the addition of an alternative method of computing the reduction in benefits for an employee retiring prior to age 62, which alternative method is based on years of service and age with an employee whose age and years of service total or exceed 80 at the time of retirement receiving no reduction in the benefits payable under the plan, and (iii) the ability of an employee at time of retirement to receive, in lieu of an annuity, a lump-sum payment equal to the present value of the annuity. Also, for employees hired after January 31, 2000, the pension plan will be a cash balance plan, under which the Company annually will contribute to the employee's account an amount equal to 5% of the employee's annual compensation plus accrued interest. Employees hired prior to February 1, 2000 receive the greater of the cash balance formula or final average compensation formula. Retirement benefits are payable to participants upon normal retirement (at or after age 65) or early retirement (at or after attaining age 55 and completing five or more years of service), to former employees after reaching retirement age who have completed five or more years of service before terminating their employment and to participants after reaching retirement age upon total and permanent disability. As indicated above, the benefits payable under the Plan are subject to maximum limitations under ERISA. Should benefits for a participant at the time of retirement exceed the then permissible limits of ERISA, the Retirement Restoration Plan will provide benefits through a lump-sum distribution actuarially equivalent to the amounts that would have been payable to such participant annually under the Retirement Plan but for the ERISA limits. The Company and OG&E fund the estimated benefits payable under the Retirement Restoration Plan through contributions to a trust for the benefit of those employees who will be entitled to receive payments under the Retirement Restoration Plan.

The following table sets forth the estimated annual benefits payable upon normal retirement under the Retirement Plan and Retirement Restoration Plan to persons in the compensation classification specified.

Average Compensation	Years of Service at Retirement								
	5 Highest Years	10	15	20	25	30	35	40	45
\$ 100,000	\$ 13,008	\$ 19,512	\$ 26,016	\$ 32,520	\$ 39,024	\$ 45,528	\$ 52,032	\$ 58,536	
125,000	16,758	25,137	33,516	41,895	50,274	58,653	67,032	75,411	
150,000	20,508	30,762	41,016	51,270	61,524	71,778	82,032	92,286	
175,000	24,258	36,387	48,516	60,645	72,774	84,903	97,032	109,161	
200,000	28,008	42,012	56,016	70,020	84,024	98,028	112,032	126,036	
225,000	31,758	47,637	63,516	79,395	95,274	111,153	127,032	142,911	
250,000	35,508	53,262	71,016	88,770	106,524	124,278	142,032	159,786	
300,000	43,008	64,512	86,016	107,520	129,024	150,528	172,032	193,536	
350,000	50,508	75,762	101,016	126,270	151,524	176,778	202,032	227,286	
400,000	58,008	87,012	116,016	145,020	174,024	203,028	232,032	261,036	
450,000	65,508	98,262	131,016	163,770	196,524	229,278	262,032	294,786	
500,000	73,008	109,512	146,016	182,520	219,024	255,528	292,032	328,536	
550,000	80,508	120,762	161,016	201,270	241,524	281,778	322,032	362,286	
600,000	88,008	132,012	176,016	220,020	264,024	308,028	352,032	396,036	
650,000	95,508	143,262	191,016	238,770	286,524	334,278	382,032	429,786	
700,000	103,008	154,512	206,016	257,520	309,024	360,528	412,032	463,536	
750,000	110,508	165,762	221,016	276,270	331,524	387,778	442,032	497,286	
800,000	118,008	177,012	236,016	295,020	354,024	413,028	472,032	531,036	
850,000	125,508	188,262	251,016	313,770	376,524	439,278	502,032	564,786	
900,000	133,008	199,512	266,016	332,520	399,024	465,528	532,032	598,536	

950,000	140,508	210,762	281,016	351,270	421,524	491,778	562,032	632,286
1,000,000	148,008	222,012	296,016	370,020	444,024	518,028	592,032	666,036

As of December 31, 2001, the credited years of service for the individuals listed in the Summary Compensation Table on page 14 are as follows: S. E. Moore - 27 years; A. M. Strecker - 30 years; R.A. Farrell - 12 years; J. R. Hatfield - 7 years and J. T. Coffman - 31 years.

In 1993, OG&E adopted a Supplemental Executive Retirement Plan (the "SERP"). The SERP is an unfunded supplemental plan that is not subject to the benefits limit imposed by ERISA. The plan generally provides for an annual retirement benefit at age 65 equal to 65% of the participant's average cash compensation during his or her final 36 months of employment, reduced by Social Security benefits, by amounts payable under the Retirement and Restoration Plans described above and by amounts received under pension plans from other employers. For a participant in the SERP who retires before age 65, the 65% benefit is reduced, with the reduction being 1% per year for ages 62 through 64, an additional 2% per year for ages 60 through 61, an additional 4% per year for ages 58 through 59 and an additional 6% per year for ages 55 through 57, so that a participant retiring at age 55 would receive 32% of his average cash compensation during his final 36 months, reduced by the deductions set forth above. No employee participated in the SERP during 2001. If selected to participate, none of the individuals listed in the Summary Compensation Table on page 14 is expected to receive benefits under the SERP at normal retirement as the benefits payable to such individuals under the Retirement and Restoration Plans are expected to exceed the benefits payable under the SERP.

#### **CHANGE OF CONTROL ARRANGEMENTS**

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The Company and OG&E have entered into employment agreements with each officer of the Company and OG&E. Under the agreements, the officer is to remain an employee for a three-year period following a change of control of the Company (the "Employment Period"). During the Employment Period, the officer is entitled to (i) an annual base salary in an amount at least equal to his or her base salary prior to the change of control, (ii) an annual bonus in an amount at least equal to his or her highest bonus in the three years prior to the change of control, and (iii) continued participation in the incentive, savings, retirement and welfare benefit plans. The officer also is entitled to payment of expenses and provision of fringe benefits to the extent paid or provided to (a) such officer prior to the change of control or (b) other peer executives of the Company.

If, during the Employment Period, the officer's employment is terminated by the employer for reasons other than cause or disability or by such officer due to a change in employment responsibilities, the officer is entitled to the following payments: (i) all accrued and unpaid compensation and (ii) a severance payment equal to 2.99 times the sum of such officer's (a) annual base salary and (b) highest recent annual bonus. The officer also is entitled to continued welfare benefits for three years and outplacement services. If the payment of the foregoing benefits, when taken together with any other payments to the officer, would result in the imposition of the excise tax on excess parachute payments under Section 4999 of the Internal Revenue Code of 1986, as amended, then the severance benefits will be reduced if such reduction results in a greater after-tax payment to the officer. The officer is entitled to receive such amounts in a lump-sum payment within 30 days of termination. A change of control encompasses certain mergers and acquisitions, changes in Board membership and acquisition of securities of the Company.

## COMPANY STOCK PERFORMANCE

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The following graph shows a five-year comparison of cumulative total returns for the Company's Common Stock, the Dow Jones US Total Market Index and the Dow Jones Electric Index. The graph assumes that the value of the investment in the Company's Common Stock and each index was 100 at December 31, 1996, and that all dividends were reinvested.

[Graph]

Measurement Period (Fiscal Year Covered)	OGE Energy Corp.	Dow Jones US Electric Utilities Index	Dow Jones US Total Market Index
1996	100	100	100
1997	139	129	132
1998	155	148	165
1999	107	126	202
2000	147	200	183
2001	148	159	161

## SECURITY OWNERSHIP

The following table shows the number of shares of the Company's Common Stock beneficially owned on March 1, 2002, by each Director, by each of the Executive Officers named in the compensation table on page 14, and by all Executive Officers and Directors as a group:

	Number of Common Shares(1) (2) (3)
Herbert H. Champlin	28,156
Luke R. Corbett	12,480
William E. Durrett	15,763
Martha W. Griffin	15,979
H. L. Hembree, III	53,162
Robert Kelley	14,490
Ronald H. White	19,011
J.D. Williams	7,311
S.E. Moore	368,826
A.M. Strecker	192,165
R.A. Farrell	94,036
J.R. Hatfield	67,287
J.T. Coffman	68,878
All Executive Officers and Directors as a group (22 persons)	1,224,605

- (1) Ownership by each executive officer is less than .47% of the class, by each director other than Mr. Moore is less than .07% of the class and, for all executive officers and directors as a group, is less than 1.57% of the class. Amounts shown include shares for which, in certain instances, an individual has disclaimed beneficial interest. Amounts shown for executive officers include 979,875 shares of Common Stock representing their interest in shares held under the Company's Retirement Savings Plan, Officer's Deferred Compensation Plan, and Stock Incentive Plan for which in certain instances they have voting power but not investment power.
- (2) Amounts shown for Messrs. Champlin, Corbett, Durrett, Hembree, Kelley, White, and Williams and for Mrs. Griffin include, 25,730; 11,864; 11,070; 33,973; 13,157; 16,678; 719; and 9,986 common stock units, respectively, under the Directors' Deferred Compensation Plan.
- (3) Includes shares subject to stock options granted under the Company's Stock Incentive Plan, exercisable within 60 days following March 1, 2002, as follows: each non-officer director, 333 shares; Mr. Moore, 263,566 shares; Mr. Strecker, 122,366 shares; Mr. Farrell, 72,432 shares; Mr. Hatfield, 47,733 shares; and Mr. Coffman, 45,599 shares.

The information on share ownership is based on information furnished to us by the individuals listed above and all shares listed are beneficially owned by the individuals or by members of their immediate family unless otherwise indicated.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Under federal securities laws, our directors and executive officers are required to report, within specified monthly and annual due dates, their initial ownership in the Company's common stock and subsequent acquisitions, dispositions or other transfers of interest in such securities. We are required to disclose whether we have knowledge that any person required to file such a report may have failed to do so in a timely manner. To our knowledge, all of our directors and officers subject to such reporting obligations have satisfied their reporting obligations in full for 2001.

## RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

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During 2001, the Company and Oklahoma Gas and Electric Company engaged Arthur Andersen LLP as its independent public accountants. The Board of Directors appointed Arthur Andersen LLP in September 2001 as the independent public accountants for the Company and OG&E for 2002. The Board of Directors and the Audit Committee in their discretion may change the appointment at any time during the year if they determine that such change would be in the best interest of the Company and its shareholders. Representatives of the independent public accountants for the Company will be present at the Annual Meeting of Shareowners and will have the opportunity to make a statement if they so desire. Such representatives will be available to respond to appropriate questions from shareowners at the meeting.

## SHAREOWNER PROPOSALS

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Any shareowner proposal intended to be included in the proxy statement for the Annual Meeting in 2003 must be received by the Company on or before December 5, 2002. Proposals received by that date, deemed to be proper for consideration at the Annual Meeting and otherwise conforming to the rules of the Securities and Exchange Commission, will be included in the 2003 proxy statement.

If you intend to submit a shareowner proposal for consideration at the Annual Meeting, but do not want it included in the proxy statement, you must follow the procedures established by our By-laws. These procedures require that you notify us in writing of your proposal. Your notice must be received by the Secretary at least 90 days prior to the meeting and must contain the following information:

- ✦ a brief description of the business you desire to bring before the Annual Meeting and your reasons for conducting such business at the Annual Meeting
- ✦ your name and address
- ✦ the number of shares of Common Stock which you beneficially own
- ✦ any material interest you may have in the business being proposed.

## LOCATION OF THE OMNIPLEX

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### **East Bound or West Bound I-44**

Exit to Martin L. King Ave., continuing southerly approximately 1 mile. Proceed south of Remington Place Street approximately 1/8 mile, turn left to the Omniplex.

[MAP]

### **North Bound or South Bound I-35**

Exit right at "Exit 132A" to N.E. 50th Street. Turn onto N.E. 50th St., continue in a westerly direction approximately 1 mile to Gate 1, Remington Park Racetrack, turn left to the Omniplex.

OGE ENERGY CORP.  
Annual Meeting of Shareowners  
May 16, 2002

[LOGO]

P The undersigned hereby appoints Steven E. Moore, Herbert H. Champlin,  
R and H.L. Hembree III, and each of them severally, with full power of  
substitution and with full power to act with or without the other, as the  
O proxies of the undersigned to represent and to vote all shares of stock of  
X OGE Energy Corp. held of record by the undersigned on March 18, 2002, at  
the Company's Annual Meeting of Shareowners to be held on May 16, 2002, and  
at all adjournments thereof, on all matters coming before said meeting.

Y **THIS PROXY, WHICH IS SOLICITED BY THE BOARD OF DIRECTORS, WILL BE  
VOTED AS DIRECTED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR  
THE ELECTION AS DIRECTORS OF THE NOMINEES NAMED ON THE REVERSE SIDE OF THIS  
PROXY CARD.**

-----  
SEE REVERSE SIDE  
-----



OGE ENERGY CORP.  
321 North Harvey Avenue  
Oklahoma City, OK 73102

Admission Ticket  
RETAIN FOR ADMITTANCE

Annual Meeting of  
OGE Energy Corp. Shareowners  
Thursday, May 16, 2002 10:00 a.m.  
Omniplex  
2100 Northeast 52nd Street  
Oklahoma City, Oklahoma

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50th St., continue in a westerly direction approximately 1  
mile to gate 1, Remington Park Racetrack, turn left to the  
Omniplex.

**YOUR VOTE IS IMPORTANT**  
**VOTE BY INTERNET / TELEPHONE**  
**24 HOURS A DAY, 7 DAYS A WEEK**

**INTERNET**

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**www.eproxy.com/oge**

- o Go to the website address listed above.
- o Have your proxy card ready.
- o Enter your Control Number located in the box below.
- o Follow the simple instructions that appear on your computer screen.

**TELEPHONE**

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**1-800-435-6710**

- o Use any touch-tone telephone.
- o Have your proxy card ready.
- OR** o Enter your Control Number located in the box below.
- o Follow the simple recorded instructions.

**MAIL**

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- o Mark, sign and date your proxy card.
- OR** o Detach your proxy card.
- o Return your proxy card in the postage-paid envelope provided

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

CALL TOLL-FREE TO VOTE

**1-800-435-6710**

**NOTE:** If you vote by telephone or Internet, **THERE IS NO NEED TO MAIL BACK** your **PROXY CARD**.

The Internet and Telephone voting facilities will close at 4:00 p.m. E.S.T. on May 15, 2002.

*THANK YOU FOR VOTING.*

OGE ENERGY CORP. P.O. BOX 321  
Oklahoma City, OK 73101-0321  
405-553-3000  
www.oge.com

OGE ENERGY CORP.  
[LOGO]

April 4, 2002

Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Gentlemen:

On behalf of OGE Energy Corp., enclosed for electronic filing, pursuant to Rule 14a-6(b), is a definitive copy of the proxy solicitation material relating to the Annual Meeting of Shareowners of the Company to be held on May 16, 2002.

Please note that copies of the proxy solicitation material are this day being sent to the New York and Pacific Stock Exchanges in accordance with Rule 14a-6(b).

The Company intends to commence mailing the foregoing material to its shareowners on approximately April 4, 2002, and to complete the same as soon as possible.

Sincerely,

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

Enclosure