

CENTERPOINT ENERGY INC

Form 4

December 04, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRIAN JAMES S

2. Issuer Name **and** Ticker or Trading
Symbol
CENTERPOINT ENERGY INC
[CNP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1111 LOUISIANA

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 12/01/2007 | | A | (A) or (D) Amount (1) 25,900 | (2) 76,956 | D | |
| Common Stock | 12/01/2007 | | D | (3) 8,873 | (2) 68,083 | D | |
| Common Stock | 12/01/2007 | | A | (4) 11,100 | (2) 79,173 | D | |
| Common Stock | 12/01/2007 | | D | (5) 4,303 | (2) 74,880 | D | |
| Common Stock | | | | | 20,260 | I | By Savings Plan (6) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRIAN JAMES S
1111 LOUISIANA
HOUSTON, TX 77002

Senior VP & CAO

Signatures

Richard B. Dauphin, Attorney
in Fact

12/04/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Includes a total of 25,900 shares (8,800, 9,800 and 7,300 performance based shares awarded for the 2005-2007, 2006-2008 and
- 2007-2009 performance cycles respectively) under the Company's Long Term Incentive Plan. Distribution of awarded shares will be delayed at least six months after separation from service pursuant to Internal Revenue Code Section 409A.
 - Price is not applicable.
 - Forfeiture of a total of 8,873 shares (249, 3,459 and 5,075 canceled shares respectively under the 2005-2007, 2006-2008 and 2007-2009 Long Term Incentive Plan performance cycle awards) due to the retirement of Mr. Brian.
 - Includes a total of 11,100 shares (stock awards (with performance goal) of 3,800, 4,200 and 3,100 shares for 2005, 2006 and 2007 respectively) under the Company's Long Term Incentive Plan. Distribution of awarded shares will be delayed at least six months after

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separation from service pursuant to Internal Revenue Code Section 409A.

- (5) Forfeiture of a total of 4,303 shares (284, 1,720 and 2,299 canceled shares respectively from 2005, 2006 and 2007 Long Term Incentive Plan awards) due to the retirement of Mr. Brian.
- (6) Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of 12/01/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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