

Prochazka Scott M
Form 4
February 05, 2019

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 *
Prochazka Scott M

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	02/01/2019		S ⁽¹⁾	4,000 D	30.72 ⁽²⁾	285,247 ⁽³⁾	D
Common Stock					7,028	I	By Savings Plan ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Repo 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
Prochazka Scott M 1111 LOUISIANA HOUSTON, TX 77002	X		President & CEO	

Signatures

Vincent A. Mercaldi,
Attorney-in-Fact
02/04/2019

**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).

(1) The sale of shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The adoption of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on March 28, 2017, and the subsequent amendment of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with the SEC on February 27, 2018.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.58 to \$30.88, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Total includes (i) 63,258 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2019, (ii) 54,115 RSUs previously awarded under the Plan and vesting in February 2020, and (iii) 61,515 RSUs previously awarded under the Plan and vesting in February 2021. The awards to vest in 2019 and 2020 shall vest if the Reporting Person continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in the event of his earlier retirement, disability or death. The above award to vest in 2021 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in the event of his disability or death. Also, the above award to vest in 2021 shall vest on a pro-rata basis in the event of his retirement unless he satisfies various conditions for full vesting, as described in the Issuer's Proxy Statement filed with the SEC on March 15, 2018.

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(4) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

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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