

CENTERPOINT ENERGY INC  
 Form 4  
 December 04, 2007

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

OMB APPROVAL

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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

(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)

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

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

HOUSTON, TX 77002  
 (City) (State) (Zip)

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

**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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/01/2007		A		25,900 (1)	A	(2) 76,956 D
Common Stock	12/01/2007		D		8,873 (3)	D	(2) 68,083 D
Common Stock	12/01/2007		A		11,100 (4)	A	(2) 79,173 D
Common Stock	12/01/2007		D		4,303 (5)	D	(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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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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).
- (1) 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.
  - (2) Price is not applicable.
  - (3) 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.
  - (4) 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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