

Enable Midstream Partners, LP
 Form 4
 February 19, 2016

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 *
 CENTERPOINT ENERGY INC

2. Issuer Name and Ticker or Trading Symbol
 Enable Midstream Partners, LP
 [ENBL]

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)
 02/18/2016

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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
 ___X___ 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 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| 10% Series A Preferred Units | 02/18/2016 | | P ⁽¹⁾ | 14,520,000 A | \$ 25 14,520,000 | D | |
| Common Units Representing Limited Partner Interests | | | | | 94,151,707 | I ⁽²⁾ | See Footnote ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| CENTERPOINT ENERGY INC 1111 LOUISIANA HOUSTON, TX 77002 | | X | | |
| CENTERPOINT ENERGY RESOURCES CORP 1111 LOUISIANA HOUSTON, TX 77002 | | X | | |

Signatures

| | |
|--|------------|
| CenterPoint Energy, Inc., Vincent A. Mercaldi, Assistant Corporate Secretary | 02/19/2016 |
| _____ **Signature of Reporting Person | Date |
| CenterPoint Energy Resources Corp., Vincent A. Mercaldi, Assistant Corporate Secretary | 02/19/2016 |
| _____ **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) On January 28, 2016, CenterPoint Energy, Inc. ("CenterPoint Energy") and Enable Midstream Partners, LP (the "Issuer") entered into that certain Purchase Agreement, pursuant to which on February 18, 2016 CenterPoint Energy purchased these 14,520,000 units of 10% Series A Fixed-to-Floating Non-Cumulative Redeemable Perpetual Preferred Units (the "Series A Preferred Units") representing limited partner interests in the Issuer for a purchase price of \$25.00 per Series A Preferred Unit.

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CenterPoint Energy indirectly owns all of the outstanding equity interests in CenterPoint Energy Resources Corp. ("CERC"), an indirect wholly-owned subsidiary of CenterPoint Energy, which is the record holder of the common units and subordinated units of the Issuer.

- (2) CenterPoint Energy may be deemed the beneficial owner of all common and subordinated units held by CERC. As of February 18, 2016, CenterPoint Energy, through CERC, holds 94,151,707 common units, representing a 22.3% limited partner interest in the Issuer and 139,704,916 subordinated units, representing a 33.1% interest in the Issuer, for a combined 55.4% limited partner interest in the Issuer.

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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