CENTERPOINT ENERGY INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 9/22/2006 For Period Ending 9/20/2006

Address	1111 LOUISIANA ST
	HOUSTON, Texas 77002
Telephone	713-207-3000
CIK	0001130310
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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FORM 4

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

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CARROLL MILTON	**CENTERPOINT ENERGY INC [CNP]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **1111 LOUISIANA** (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **9/20/2006**	
HOUSTON, TX 77002 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**9/20/2006**		**S**		**11000**	**D**	**$13.86**	**86000** (1)	**D**	
Common Stock	**9/21/2006**		**S**		**1600**	**D**	**$13.90**	**84400** (1)	**D**	
Common Stock	**9/21/2006**		**S**		**1400**	**D**	**$13.89**	**83000** (1)	**D**	
Common Stock	**9/21/2006**		**S**		**6000**	**D**	**$13.88**	**77000** (1)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Includes 20,000 shares of common stock that may be issued on October 1, 2006 at the election of Mr. Carroll in lieu of a cash award equal to the product of (i) 20,000 and (ii) the closing price per share of CenterPoint Energy, Inc.'s common stock on the consolidated reporting system for the New York Stock Exchange on the award date in connection with his compensation arrangement as non-executive chairman of the board of the company. Also includes 1,000 shares of time based restricted stock awarded in 2004 that will vest on July 1, 2007; 2,000 shares of time based restricted stock awarded in 2005 that will vest in one-half increments on July 1, 2007 and July 1, 2008; and 3,000 shares of time based restricted stock awarded in 2006 that will vest in one-third increments on June 1, 2007, June 1, 2008 and June 1, 2009 if Mr. Carroll is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of issuer.

Reporting Owners

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
CARROLL MILTON **1111 LOUISIANA** **HOUSTON, TX 77002**	**X**			

Signatures

Richard B. Dauphin, Attorney in Fact **9/22/2006**

** Signature of Reporting Person Date

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

***** 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).

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

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.

CENTERPOINT ENERGY, INC.

Power of Attorney

WHEREAS, the undersigned, in his or her capacity as a director or officer or both, as the case may be, of CenterPoint Energy, Inc., a Texas corporation (the "Company"), may be required to file with the Securities and Exchange Commission (the "Commission") under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "Exchange Act"), Forms 3, 4 and 5 or other reports ("Forms") relating to the undersigned's holdings of and transactions in securities of the Company;

NOW, THEREFORE, the undersigned, in his or her capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint Rufus S. Scott, Douglas H. Darrow and Richard B. Dauphin, and each of them severally, as his or her true and lawful attorney-in-fact or attorneys-in-fact and agent or agents with power to act with or without the other and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in his or her capacity as a director or officer or both, as the case may be, of the Company, Forms and any and all amendments thereto and any and all instruments necessary or incidental in connection therewith, if any, and to file the same with the Commission and any stock exchange or similar authority. Each said attorney-in-fact and agent shall have full power and authority to do and perform in the name and on behalf of the undersigned in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts of said attorney. The powers and authority of each said attorney-in-fact and agent herein granted shall remain in full force and effect until the undersigned is no longer required to file Forms under the Exchange Act, unless earlier revoked by the undersigned by giving written notice of such revocation to the Company. The undersigned acknowledges that the said attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 27th day of November, 2002.

Name: Milton Carroll