CENTERPOINT ENERGY INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 3/5/2004 For Period Ending 3/3/2004

Address	1111 LOUISIANT ST.
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CIK	0001130310
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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FORM 4

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

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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)
BRIAN JAMES S	**CENTERPOINT ENERGY INC [CNP]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **1111 LOUISIANA**	3. Date of Earliest Transaction (MM/DD/YYYY) **3/3/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **Senior VP & CAO**
(Street) **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	**3/3/2004**		**A**		**4300.0000** (1)	**A**	(2)	**38414.0000** (3)	**D**	
Common Stock								**17948.0000**	**I**	**By Savings Plan** (4)

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				
Employee Stock Option Right To Buy	**$10.9200**	**3/3/2004**		**A**		**14100.0000**		(5)	**3/2/2014**	**Common Stock**	**14100.0000**	(2)	**14100.0000**	**D**	

Explanation of Responses:

(1) This common stock is time based restricted stock to be paid on 03/03/2007 if Mr. Brian is an employee of Issuer through such date and on a pro rata basis in the event of his earlier retirement, disability or death.

(2) Price is not applicable.

(3) Includes 10,100 shares of time based restricted stock to be paid on 03/04/2006 if Mr. Brian is an employee of Issuer through such date and on a pro rata basis in the event of his earlier retirement, disability or death.

(4) Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of 03/01/2004.

(5) The option is exercisable in one-third increments: 4,700 are exercisable on 3/3/2005; 4,700 are exercisable on 3/3/2006; 4,700 are exercisable on 3/3/2007.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRIAN JAMES S **1111 LOUISIANA** **HOUSTON, TX 77002**			**Senior VP & CAO**	

Signatures

James S. Brian — **3/5/2004**

** 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.

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