

CENTERPOINT ENERGY INC

Reported by
PROCHAZKA SCOTT M

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 12/31/17

Address	1111 LOUISIANA ST HOUSTON, TX, 77002
Telephone	7132073000
CIK	0001130310
Symbol	CNP
SIC Code	4911 - Electric Services
Industry	Multiline Utilities
Sector	Utilities
Fiscal Year	12/31

FORM 5

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

OMB APPROVAL
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[] Form 3 Holdings Reported
[] Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Prochazka Scott M (Last) (First) (Middle) 1111 LOUISIANA (Street) HOUSTON, TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) 12/31/2017	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)
				Amount	(A) or (D)	Price			
Common Stock	3/2/2017		G	4000	D	\$0.00	241466	D	
Common Stock	3/3/2017		G	1000	D	\$0.00	240466	D	
Common Stock	9/6/2017		G	1950	D	\$0.00	238516 (1)	D	
Common Stock							6769	I	By Savings Plan (2)

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Total includes (i) 37,480 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2018, (ii) 63,258 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2019, and (iii) 54,115 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2020. Each of the above awards shall vest if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date and on a pro-rata basis in the event of his earlier retirement, disability or death.
- (2) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

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

1/4/2018

**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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