

CENTERPOINT ENERGY INC

Reported by
ROGERS WILLIAM D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/26/18 for the Period Ending 02/22/18

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 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ROGERS WILLIAM D (Last) (First) (Middle) 1111 LOUISIANA (Street) HOUSTON, TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 2/22/2018		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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/22/2018		A		14502 <u>(1)</u>	A	\$0.00	92855	D	
Common Stock	2/22/2018		F		3532 <u>(2)</u>	D	\$27.00	89323 <u>(3)</u>	D	

Table II - Derivative Securities 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. 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) Vesting of performance shares awarded in 2015 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.
- (3) Total includes (i) 13,791 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2019, (ii) 12,531 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2020, and (iii) 13,356 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2021. Each award 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM D 1111 LOUISIANA HOUSTON, TX 77002			EVP & Chief Financial Officer	

Signatures

Vincent A. Mercaldi, Attorney-in-Fact

2/26/2018

** 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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