FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
1	OMB Nissels ess	2225 24								

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

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

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

							•	•														
Name and Address of Reporting Person*     Wareing Peter S						2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [ CNP ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>vvarem</u>	g reter 3												-		X	Direc	ctor		10% C	Owner		
(Last)	(Fi	rst)	(Middle)			Date of Earliest Transaction (Month/Day/Year) //24/2007										Offic belov	er (give title w)		Other below	(specify )		
					4. If	Am	nendmei	nt, Date	of Origina	al Filed	d (Month/Da	ay/Ye	ear)	-	6. Individ	dual c	r Joint/Grou	ıp Filir	ng (Check A	applicable		
(Street)	ON TY	ζ	77002			4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by Or Form filed by Mo				ne Reporting Person ore than One Reporting			
(City)	(St	ate)	(Zip)													Pers	on					
		Tab	le I - No	n-Deriv	ative	Se	ecurit	ies Ac	quired	, Dis	posed o	of, c	r Ber	efic	ally C	)wne	ed					
				2. Transaction Date (Month/Day/Year)		r)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						4 and Securi Benefi Owned		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount		(A) or (D)	Price	,  т	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common	ommon Stock			05/24/2007					A		4,000(1)		Α	(2	(2)		,000 <sup>(3)</sup>		D			
Common	Stock															60	,000 <sup>(4)</sup>		I	Elizabeth B. Wareing 1976 Trust		
Common	Stock											10,000 <sup>(5)</sup> I				Wareing & Company, Ltd. <sup>(4)</sup>						
		Ta									osed of, onvertib					ned		,				
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. Transactio Code (Inst 8)		on of		6. Date Expirati (Month/	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		I nstr. 3	Deriva Secur	3. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form: Direct (I or Indirect) (I) (Insti	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						v			Date Exercis		Expiration Date		or Nu of	mber								

## **Explanation of Responses:**

- 1. This common stock is time based restricted stock awarded to outside directors then in office as of June 1, 2007. Shares will vest in one-third increments on June 1, 2008, June 1, 2009 and June 1, 2010 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in event of a change of control of issuer.
- 3. Includes 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 2005 that will vest in one-third increments on June 1, 2007, June 1, 2008 and June 1, 2009 if the reporting person is a director of the Company through such dates; provided, however, the shares become fully vested in the event of a change of control of issuer.
- 4. Shares of CNP common stock held in trust, of which reporting person's spouse is a trustee and the beneficiary. The filing of this Form 4 shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of such equity securities.
- 5. The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest

## Remarks:

Peter S. Wareing

05/25/2007

\*\* 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 Number.