## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

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	UNID APPRO		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:		

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

OMB APPROVAL								
OMB Number:	3235-0287							
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Name and Address of Reporting Person     Prochazka Scott M						CENTERPOINT ENERGY INC [ CNP ]									(Check all applicable)  X Director 10% Owner					
(Last)	(Fii UISIANA	rst) (	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/01/2017								X Officer (give title Other (specification)  President & CEO						
(Street) HOUSTO			77002 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Da									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																			
Date			2. Transac Date (Month/Da	Exe ay/Year) if ar		A. Deemed xecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a				5) See Bei Ow	Amount of curities neficially ned Following ported	For (D)	Ownership m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) o	r Pi	rice	Tra	Transaction(s) (Instr. 3 and 4)			(111501.4)	
Common Stock				08/01/	8/01/2017				S <sup>(1)</sup>		1,000	D	\$	28.23	3(2)	249,466 <sup>(3)</sup>		D		
Common Stock															6,654		I	By Savings Plan <sup>(4)</sup>		
		Та	ble II -								osed of, convertib				Owne	ed				
1. Title of Derivative Security (Instr. 3)	ve Conversion Date Execution Date, or Exercise (Month/Day/Year)			Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exerc ion Da /Day/Y			nt of ties ying tive		8. Price ( Derivativ Security (Instr. 5)	e derivative	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amo or Num of Shar	ber						

## Explanation of Responses:

- 1. The sale of shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The adoption of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with Securities and Exchange Commission on March 28, 2017.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.17 to \$28.28, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3. 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.
- 4. Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

## Remarks:

By Vincent A. Mercaldi, Attorney-in-Fact

08/01/2017

\*\* 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.