

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RELIANT ENERGY, INCORPORATED
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation or organization)

74-0694415
(I.R.S. Employer
Identification No.)

1111 Louisiana
Houston, Texas 77002
(713) 207-3000
(Address, including zip code, and
telephone
number, including area code, of
registrant's
principal executive offices)

Hugh Rice Kelly
Executive Vice President, General
Counsel and
Corporate Secretary
1111 Louisiana
Houston, Texas 77002
(713) 207-3000
(Name, address, including zip code,
and telephone
number, including area code, of agent
for service)

Copy to:
Timothy S. Taylor
Baker & Botts, L.L.P.
910 Louisiana
One Shell Plaza
Houston, Texas 77002-4995
(713) 229-1234

Approximate date of commencement of proposed sale to public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-86403

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

| Title of each class of securities to be registered | Proposed Amount to be registered | Proposed maximum offering price per unit(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|--|----------------------------------|---|--|----------------------------|
|--|----------------------------------|---|--|----------------------------|

| | | | | |
|----------------------|-----|------|-----|--------|
| Debt Securities..... | \$2 | 100% | \$2 | \$0.01 |
| ----- | | | | |
| ----- | | | | |

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o).

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-86403) filed by Reliant Energy, Incorporated with the Securities and Exchange Commission (the "Commission") on September 2, 1999, as amended, including the exhibits thereto, and declared effective by the Commission on September 10, 1999 are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 16, 1999.

RELIANT ENERGY, INCORPORATED
(Registrant)

By: /s/ R. Steve Letbetter

R. Steve Letbetter,
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|--|---|--------------------|
| /s/ R. Steve Letbetter ----- (R. Steve Letbetter) | President, Chief Executive Officer and Director (Principal Executive Officer and Director) | September 16, 1999 |
| /s/ Stephen W. Naeve ----- (Stephen W. Naeve) | Vice Chairman and Chief Financial Officer (Principal Financial Officer) | September 16, 1999 |
| /s/ Mary P. Ricciardello ----- (Mary P. Ricciardello) | Senior Vice President and Comptroller (Principal Accounting Officer) | September 16, 1999 |
| * | Directors | September 16, 1999 |
| (Richard E. Balzhiser, Milton Carroll, John T. Cater, O. Holcombe Crosswell, Robert J. Cruikshank, Linnet F. Deily, Lee W. Hogan, T. Milton Honea and Alexander F. Schilt) | | |
| * | Chairman of the Board | September 16, 1999 |
| (Don D. Jordan) | | |
| /s/ Hugh Rice Kelly ----- (Hugh Rice Kelly) Attorney-in-fact | | |

*By

INDEX TO EXHIBITS

| Exhibit Number ----- | Document Description ----- |
|----------------------------|--|
| 5 | Opinion of Baker & Botts, L.L.P. |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Baker & Botts, L.L.P. (included in Exhibit 5) |
| 24* | Power of Attorney |

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* Incorporated herein by reference from the signature page of the Company's
Registration Statement on Form S-3 (Registration No. 333-86403).

[Letterhead of Baker & Botts, L.L.P.]

September 16, 1999

Reliant Energy, Incorporated
1111 Louisiana
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel for Reliant Energy, Incorporated, a Texas corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-3 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on September 16, 1999 (Registration No. 333-), relating to the proposed issuance and sale from time to time of up to \$2.00 in aggregate principal amount of the Company's senior debt securities (the "Senior Debt Securities") and subordinated debt securities (the "Subordinated Debt Securities"), each series of which will be issued under an Indenture (the "Senior Indenture") or a Subordinated Indenture (the "Subordinated Indenture"), respectively, the forms of which have been filed as exhibits to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined the Restated Articles of Incorporation and Amended and Restated Bylaws of the Company, each as amended to date, and the Senior Indenture and the Subordinated Indenture, and have examined the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments or documents, as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company with respect to the accuracy of the material factual matters contained in such certificates. In making our examination, we have assumed that all signatures on documents examined by us are genuine, that all documents submitted to us as originals are authentic and that all documents submitted to us as certified or photostatic copies conform with the original copies of such documents.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. With respect to a series of Senior Debt Securities, when (i) the Senior Indenture and the supplemental indenture relating to such series of Senior Debt Securities have been duly authorized and validly executed and delivered by each of the parties thereto; (ii) the Registration Statement has become effective under the Securities Act and the Senior Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); (iii) the Board of Directors of the Company (the "Board") has taken all necessary corporate action to approve and establish the terms of such series of Senior Debt Securities, to approve the issuance thereof and the terms of the offering thereof and related matters; and (iv) such Senior Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Senior Indenture and the supplemental indenture relating to such series of Senior Debt Securities and the provisions of the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor provided for therein, such Senior Debt Securities will constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as the enforceability thereof is subject to the effect of (x) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws relating to or affecting creditors' rights generally and (y) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

2. With respect to a series of Subordinated Debt Securities, when (i) the Subordinated Indenture and the supplemental indenture relating to such series of Subordinated Debt Securities have been duly authorized and validly executed and delivered by each of the parties thereto; (ii) the Registration Statement has become effective under the Securities Act and the Subordinated Indenture has been duly qualified under the Trust Indenture Act; (iii) the Board has taken all necessary corporate action to approve and establish the terms of such series of Subordinated Debt Securities, to approve the issuance thereof and the terms of the offering thereof and related matters; and (iv) such Subordinated Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Subordinated Indenture and the supplemental indenture relating to such series of Subordinated Debt Securities and the provisions of the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor provided for therein, such Subordinated Debt Securities will constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as the enforceability thereof is subject to the effect of (x) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws relating to or affecting creditors' rights generally and (y) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

The opinions set forth above are limited in all respects to matters of Texas law and the contract law of the State of New York as in effect on the date hereof. At your request, this opinion is being furnished to you for filing as Exhibit 5 to the Registration Statement. Additionally, we hereby consent to the reference to our Firm under the caption "Validity of Securities" in the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

Baker & Botts, L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Reliant Energy, Incorporated ("Reliant Energy") on Form S-3 of our report dated February 25, 1999 appearing in the Annual Report on Form 10-K of Reliant Energy for the year ended December 31, 1998 and to the reference to us under the heading "Experts" in the Prospectus, which is incorporated by reference in this Registration Statement.

DELOITTE & TOUCHE LLP

Houston, Texas
September 16, 1999