

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MAY 12, 2003

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CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

TEXAS

(State or other jurisdiction  
of incorporation)

1-31447

(Commission File Number)

74-0694415

(IRS Employer  
Identification No.)

1111 LOUISIANA  
HOUSTON, TEXAS

(Address of principal executive offices)

77002

(Zip Code)

Registrants' telephone number, including area code: (713) 207-1111

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ITEM 5. OTHER EVENTS.

Private Placement.

On May 12, 2003, CenterPoint Energy, Inc. announced that it intended to sell \$400 million aggregate principal amount of its convertible senior notes due 2023 (the "Senior Notes") through a private offering. A copy of that press release is attached as Exhibit 99.1. On May 13, 2003, CenterPoint Energy, Inc. announced that it had priced \$500 million aggregate principal amount of the Senior Notes. A copy of that press release is attached as Exhibit 99.2.

The Senior Notes have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Litigation.

On May 9, 2003, an additional class action lawsuit on behalf of a class of purchasers of natural gas alleging manipulation of natural gas prices was filed in California state court in San Diego, naming as defendants CenterPoint Energy, Inc. and Reliant Energy Services, Inc., as well as other market participants. The complaint combines allegations already asserted in the Bustamante price reporting lawsuit and the Gas Trading Class Action lawsuit described in CenterPoint Energy's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2003, including claims of conspiracy to inflate natural gas prices and violations of California's Unfair Competition Law. Neither CenterPoint Energy nor any of its current subsidiaries has ever engaged in gas trading in California. Under a master separation agreement between Reliant Energy, Inc. and Reliant Resources, Inc., CenterPoint Energy and its subsidiaries are entitled to be defended and indemnified by Reliant Resources for any losses arising out of this lawsuit. CenterPoint Energy understands that Reliant Energy Services will deny the allegations set forth in the complaint.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

99.1 Press Release issued May 12, 2003 regarding private placement of convertible senior notes

99.2 Press Release issued May 13, 2003 regarding pricing of private placement of convertible senior notes

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY, INC.

Date: May 16, 2003

By: /s/ JAMES S. BRIAN

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James S. Brian  
Senior Vice President and  
Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release issued May 13, 2003 regarding pricing of private placement of convertible senior notes
99.2	Press Release issued May 19, 2003 regarding closing of private placement of convertible senior notes

## CenterPoint Energy to Sell \$400 Million of Convertible Senior Notes

HOUSTON, May 12 -- CenterPoint Energy, Inc. (NYSE: CNP) today announced that it intends to sell through a private offering \$400 million of convertible notes due 2023. The company will grant to the initial purchasers an option to purchase up to an additional \$60 million of convertible notes. The net proceeds from this offering will be used to repay a portion of the outstanding indebtedness under the company's existing \$3.80 billion credit facility.

The convertible notes will be senior unsecured obligations of the company and will be convertible into CenterPoint Energy common stock under certain conditions at a conversion price representing a to be determined premium to current market price. It is expected that the convertible notes will be interest bearing at a rate to be determined and will bear contingent interest under certain circumstances. The interest rate and other terms will be provided upon pricing of such securities.

The convertible notes and the underlying common stock issuable upon conversion have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This news release does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

CenterPoint Energy Prices \$500 Million of 3.75%  
Convertible Senior Notes due 2023

HOUSTON, May 13 -- CenterPoint Energy, Inc. (NYSE: CNP) today announced that it has entered into an agreement, subject to standard closing conditions, for the sale of \$500 million of 3.75 percent convertible senior notes due 2023. The company has granted to the initial purchasers an option to purchase up to an additional \$75 million of convertible notes. The net proceeds from this offering will be used to repay a portion of the outstanding indebtedness under the company's existing \$3.8 billion credit facility. The sale of the convertible notes is expected to close on May 19, 2003.

The convertible notes will be senior unsecured obligations of the company. Noteholders may convert the notes at an initial conversion rate of 86.3558 shares of CenterPoint Energy common stock per \$1,000 principal amount of notes, which represents a conversion price of \$11.58 per common share, under certain circumstances, including if the closing sale price of the common stock equals or exceeds 120 percent of the conversion price for a specified period of time.

The convertible notes will bear interest at 3.75 percent annually. The company will also pay contingent interest during any six-month interest period beginning May 15, 2008, in which the trading price of the convertible notes for a specified period of time equals or exceeds 120 percent of their principal amount.

Also, beginning May 15, 2008, the company may redeem any of the convertible notes at 100 percent of the principal amount redeemed plus accrued and unpaid interest. In addition, noteholders may require the company to redeem the notes on May 15 of 2008, 2013 and 2018 or in the event of certain fundamental changes at 100 percent of the principal amount redeemed plus accrued and unpaid interest.

The convertible notes and the underlying common stock issuable upon conversion have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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