FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL							
OMB Number:	3235-0287							
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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

1. Name an		2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]										all app Direc	olicable) ctor	109	Person(s) to Issuer 10% Owner					
(Last)	(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/20/2009									X	belov	,	bel	Other (specify below) nancial Officer	
(Street) HOUST(77002 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									i. Indiv ine) X	Forn Forn	dual or Joint/Group Filing (Check Applicable 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																			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)				Exe ay/Year) if a		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4				and 5) Secu Bene		icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect		
									Code	v	Amount	(A (C	A) or D)	Price	Tran		action(s) 3 and 4)		(111511.4)	
Common Stock 02/20/					/2009	2009			F		3,692 ⁽¹⁾ I		D	\$11.	855	126,887		D		
Common Stock																34,582		I	By Savings Plan ⁽²⁾	
	Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deen Execution if any (Month/E	n Date,	4. Transa Code (8)		5. Nui of Deriv. Secul Acqu (A) or Dispo of (D) (Instr. and 5	ative rities ired osed	6. Date I Expirati (Month/I	on Da Day/Y		Amo Secu Unde Deriv	Am or Nu of				ve derivative Owner		Beneficial Ownership t (Instr. 4)	

Explanation of Responses:

- 1. Shares withheld for taxes upon vesting of the stock award with a performance goal granted in 2006 (grant reported on Form 4 dated January 23, 2009).
- 2. Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of 02/01/2009.

Remarks:

<u>Gary W. Whitlock</u> <u>02/23/2009</u>

** 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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