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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 26, 2015**

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**CENTERPOINT ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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**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)

**Registrant's telephone number, including area code: (713) 207-1111**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 29, 2015, CenterPoint Energy, Inc. (the “Company”) announced that on January 26, 2015, Mr. Gary L. Whitlock, Executive Vice President and Chief Financial Officer, informed the Company of his intent to retire. Mr. Whitlock will be stepping down from his current position effective March 2, 2015, after which date Mr. Whitlock is expected to remain with the Company as a special advisor to the CEO to ensure an orderly transition of his responsibilities.

On January 27, 2015, the Board of Directors of the Company approved the appointment of Mr. William D. Rogers to the position of Executive Vice President and Chief Financial Officer, effective March 3, 2015. Mr. Rogers will join the Company on February 9, 2015 as Executive Vice President Finance and Accounting to begin the transition process.

Mr. Rogers, 54, has served as Vice President and Treasurer of American Water Works Company, Inc., the largest publicly traded U.S. water and wastewater utility company, from October 2010 to January 2015. Prior to joining American Water, Mr. Rogers was the Chief Financial Officer of NV Energy, Inc., an investor-owned utility headquartered in Las Vegas serving approximately 1.5 million electric and gas customers in Nevada and with annual revenues of approximately \$3.0 billion, from February 2007 to February 2010. He had previously served as NV Energy’s vice president of finance, risk and tax, as well as corporate treasurer. Before joining NV Energy in June 2005, Mr. Rogers was a managing director in capital markets at Merrill Lynch and prior to that in a similar role at JPMorgan Chase in New York.

In connection with his appointment, Mr. Rogers will receive a base salary of \$410,000 and a sign-on equity incentive award of 18,000 restricted stock units, 10,000 of which will vest on the first anniversary of his employment start date and 8,000 of which will vest on the second anniversary of his employment start date. Mr. Rogers will be eligible to participate in the Company’s compensation and benefits plans and programs for similarly situated executives, including the Company’s change in control plan and incentive plans. The incentive plans include the Company’s Short Term Incentive Plan (“STI”) and the Long Term Incentive Plan (“LTI”). His initial target STI award level will be 75% of base salary and his LTI target will be 140% of base salary.

The selection of Mr. Rogers was not pursuant to any agreement or understanding between him and any other person. There is no family relationship between Mr. Rogers and any director or executive officer of the Company. There are no transactions between Mr. Rogers and the Company that are required to be reported under Item 404(a) of Regulation S-K.

Mr. Rogers holds an MBA in accounting and finance from Duke University. He is also a distinguished graduate of the United States Military Academy with a bachelor’s degree in engineering and economics. Before beginning his finance career, Mr. Rogers served as a captain in the Army Corps of Engineers for five years.

A copy of the press release announcing these management changes is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
99.1	Press Release dated January 29, 2015

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: January 29, 2015

By: /s/ Dana C. O'Brien

Dana C. O'Brien

Senior Vice President, General Counsel  
and Corporate Secretary

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EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
99.1	Press Release dated January 29, 2015



For more information contact

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Phone 713.207.6500

For Immediate Release

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**CenterPoint Energy announces William D. Rogers  
will succeed Gary L. Whitlock as CFO**

**Houston - Jan. 29, 2015** - CenterPoint Energy, Inc. (NYSE: CNP) announced today that the board of directors approved the appointment of William (Bill) D. Rogers, 54, as executive vice president of finance and accounting, effective Feb. 9. He will succeed Gary L. Whitlock as executive vice president and chief financial officer, effective March 3.

“With more than 40 years of corporate financial experience, Gary joined the company when we became a stand-alone company in 2001 and played a key role in developing and executing our finance and business strategies,” said Scott M. Prochazka, president and chief executive officer of CenterPoint Energy. “He was instrumental in leading the divestiture of non-core assets, the monetization of the company’s generation assets, restructuring the company’s balance sheet and creating Enable Midstream Partners. We are grateful for his leadership, commitment and contributions to the company, and we wish him all the best.”

Whitlock will continue to report to Prochazka as a special advisor and will help ensure a smooth transition process until he retires later this year. He will also remain on the board of Enable Midstream Partners.

“We are excited to have Bill join our company and senior leadership team,” added Prochazka. “With his vast knowledge of the utility industry, prior capital markets experience and proven financial expertise, Bill is an ideal fit for our executive team.”

**Rogers brings utility and financial expertise**

“CenterPoint Energy is a strong, visionary company with proven utility operations and financial performance,” said Rogers. “I look forward to working with the leadership team as the company continues to execute its strategy - Operate, Serve and Grow.”

With more than 20 years of financial experience, Rogers was most recently vice president and treasurer at American Water Works Company, Inc., the largest investor-owned U.S. water and wastewater utility. American Water Works provides drinking water, wastewater and other related services to approximately 16 million people in 35 states and Ontario and Manitoba, Canada. Previously, he served as chief financial officer for NV Energy, Inc., an investor-owned utility headquartered in Las Vegas. The utility serves approximately 1.5 million electric and gas customers in Nevada and has annual revenues of approximately \$3 billion. He had previously served as vice president of finance, risk and tax, as well as corporate treasurer.

Before joining NV Energy in June 2005, Rogers was a managing director in capital markets for Merrill Lynch and prior served in a similar role at JPMorgan Chase in New York.

Rogers holds an MBA in accounting and finance from Duke University. He is also a distinguished graduate of the U.S. Military Academy with a bachelor’s degree in engineering and economics. Before beginning his finance career, Rogers served as a captain in the Army Corps of Engineers for five years.

**Whitlock's professional achievements**

"It has been an honor to serve as a member of the executive leadership team since CenterPoint Energy's formation, and I am very proud of the company's accomplishments," said Whitlock. "Bill will bring outstanding leadership and financial experience to the CFO position."

Before joining CenterPoint Energy, Whitlock was vice president of Finance and CFO of Dow AgroSciences, a subsidiary of The Dow Chemical Company. He started his career with Dow in Texas Operations in 1972 and transferred to Dow's global headquarters in 1981 where he was responsible for overall corporate financial reporting and analysis. Three years later, he was named finance director for Dow in the United Kingdom and Ireland, where he was also responsible for Information Systems. Whitlock returned to the U.S. in 1990 to lead financial reporting and analysis for Dow U.S and five years later, was named vice president and North American Controller and was a member of the Dow North American Operating Board. During his Dow career, he had global finance responsibilities and served on the board of directors of various Dow entities.

He is a certified public accountant and received a bachelor's degree in accounting from Sam Houston State University, where he was named a Distinguished Alumni.

Whitlock is a member of the Texas Society of CPAs, American Institute of CPAs, Financial Executives International, Sam Houston State University President's Circle as well as Foundation Trustee, and the Indiana University Kelley School of Business Dean's Council. He currently serves on the boards of Enable Midstream Partners, LLC, CHI St. Luke's Health System, The Woodlands and the Leadership Cabinet of Texas Children's Hospital. He previously served on the board of Texas Genco, a power generation company that was listed on the NYSE.

**About CenterPoint Energy, Inc.**

CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas distribution and energy services operations. The company serves more than 5 million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas. The company also owns a 55.4 percent limited partner interest in Enable Midstream Partners, a publicly traded master limited partnership it jointly controls with OGE Energy Corp., which owns, operates and develops natural gas and crude oil infrastructure assets. With more than 8,500 employees, CenterPoint Energy and its predecessor companies have been in business for more than 140 years. For more information, visit the website at [www.CenterPointEnergy.com](http://www.CenterPointEnergy.com).

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