UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 and Address of Reporting Person
CARROLL MILTON
1111 LOUISIANA
HOUSTON TX 77002

2. Issuer Name and Ticker or Trading Symbol
CENTERPOINT ENERGY INC [ CNP ]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
X Officer (give title below) Executive Chairman

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>4A. Amount (A) or (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/27/2020</td>
<td></td>
<td>A</td>
<td>33,853(1)</td>
<td>A</td>
<td>148,987</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
<td>02/27/2020</td>
<td></td>
<td>F</td>
<td>10,702(2)</td>
<td>D</td>
<td>138,285(2)</td>
<td>D</td>
<td>Satisfies various conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</table>

Explanation of Responses:
2. Shares withheld for taxes upon vesting of performance shares.
3. Total includes (i) 23,906 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2021, (ii) 23,742 RSUs previously awarded under the Plan and vesting in February 2022, and (iii) 30,250 RSUs previously awarded under the Plan and vesting in February 2023. The above awards shall vest (i) if the Reporting Person continues to be an employee of Issuer from grant date through vesting date and (ii) in the event of his disability or death. Also, the above awards shall vest on a pro-rata basis in the event of his retirement unless he satisfies various conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

Remarks:
By Vincent A. Mercaldi,
Attorney-in-Fact
03/02/2020

** Signature of Reporting Person Date

Remainder: 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).


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.