

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 and Address of Reporting Person* CARROLL MILTON			2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1111 LOUISIANA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) HOUSTON TX 77002								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2004		A		60,000 ⁽¹⁾	A	(2)	91,000 ⁽³⁾	D	

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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- These shares were acquired in connection with Mr. Carroll's compensation arrangement as non-executive chairman of the Board of CenterPoint Energy, Inc. Effective December 9, 2004, Mr. Carroll was granted a cash award in an amount equal to the product of (i) 20,000 and (ii) the closing price per share of CenterPoint Energy, Inc.'s common stock (the "Common Stock") on the consolidated reporting system for the New York Stock Exchange on the award date. Pursuant to Mr. Carroll's compensation arrangement, he will be granted identical cash awards on each of October 1, 2005 and October 1, 2006. At Mr. Carroll's option, he may elect to receive 20,000 shares of Common Stock in lieu of any such cash award. Of this total, 20,000 shares were issued in accordance with Mr. Carroll's election, and an additional 20,000 shares may be issued on each of October 1, 2005 and October 1, 2006.
- Price is not applicable.
- Includes time based restricted stock: (i) 2,000 shares awarded in 2003 that will vest June 2, 2005 and June 2, 2006, and (ii) 3,000 shares that will vest in one-third increments on July 1, 2005, July 1, 2006 and July 1, 2007 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of Issuer.

Remarks:

Milton Carroll 12/10/2004
** 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.

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.