SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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*
 	
 Wareing Peter S
 	
 (Last) (First) (Middle)
 	
 1111 LOUISIANA
 	
 (Street)
 	
 HOUSTON **TX** **77002**
 	
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	
	 CENTERPOINT ENERGY INC [**CNP**]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 08/11/2008
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		    Officer (give title below) Other (specify below)
		
		 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

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	08/11/2008		S		10,000	D	$16.16	0[(1)]	I	Wareing & Company, Ltd
Common Stock								24,000[(2)]	D	
Common Stock								60,000[(3)]	I	Elizabeth B. Wareing 1976 Trust

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reporting person is a general partner of the partnership that sold the reported securities. The reporting person disclaimed beneficial ownership of the reported securities except to the extent of his pecuniary interest.

2. Includes 1,000 shares of time-based restricted stock awarded in 2006 that will vest in 2009; 2,666 shares of time-based restricted stock awarded in 2007 that will vest in 1,333 share increments on June 1, 2009 and June 1, 2010; and 4,000 shares of time-based restricted stock awarded in 2008 that will vest in one-third increments on May 1, 2009, May 1, 2010 and May 1, 2011 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.

3. Shares of CNP common stock held in trust, of which reporting person's spouse is a trustee and the beneficiary. The filing of this Form 4 shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of such equity securities.

Remarks:

Peter S. Wareing   08/12/2008
** 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.