FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* WHITLOCK GARY L						2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]										k all applic Directo	or		son(s) to Issu 10% Ow Other (s	ner
(Last) 1111 LO	ast) (First) (Middle) 11 LOUISIANA					3. Date of Earliest Transaction (Month/Day/Year) 03/03/2004										below)	Officer (give title below) EVP & Chief Finance			·
(Street) HOUSTON TX 77002				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S		(Zip)																	
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transa Date (Month/D						ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Trar Cod	sactions (Ins	4. Sec	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				5. Amou Securitie Benefici	nt of es ally Following	Form (D) o	n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Cod	e v	Amou	nt	(A) o (D)	r Pric	e	Transact (Instr. 3	ion(s)			111301. 4)
Common Stock 03/03/						4			A		10,8	10,800(1)		((2)	44,700 ⁽³⁾		D		
Common Stock																8,	8,913		I .	By Savings Plan ⁽⁴⁾
		-	Гable II -				urities . s, warr									wned				•
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemee Execution I if any (Month/Day	Date,	4. Transa Code (I 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Expirat (Month	ion Da		of Ur De		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		. Price of Perivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date		Title	Amour or Number of Shares	er					
Employee Stock Option Right To Buy	\$10.92	03/03/2004			A		35,200		(5)		03/02/20	14	Common Stock	35,20	00	(2)	35,200	0	D	

Explanation of Responses:

- 1. This common stock is time based restricted stock to be paid on 3/3/2007 if Mr. Whitlock is an employee of Issuer through such date and on a pro rata basis in the event of his earlier retirement, disability or death.
- 2. Price is not applicable.
- 3. Includes 23,900 shares of time based restricted stock to be paid on 03/04/2006 if Mr. Whitlock is an employee of Issuer through such date and on a pro rata basis in the event of his earlier retirement, disability
- 4. Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of 03/01/2004.
- 5. The option is exercisable in one-third increments: 11,733 are exercisable on 3/3/2005; 11,733 are exercisable on 3/3/2006; 11,734 are exercisable on 3/3/2007.

Remarks:

Gary L. Whitlock

03/05/2004

** 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.