SEC Form 4

FORM 4

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* **WHITLOCK GARY L**	2. Issuer Name **and** Ticker or Trading Symbol **CENTERPOINT ENERGY INC** [**CNP**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **1111 LOUISIANA**	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2004	Director 10% Owner X Officer (give title below) Other (specify below) **EVP & Chief Financial Officer**
(Street) **HOUSTON TX 77002** (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	03/03/2004		A		10,800(1)	A	(2)	44,700(3)	D	
Common Stock								8,913	I	By Savings Plan(4)

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				
Employee Stock Option Right To Buy	$10.92	03/03/2004		A		35,200		(5)	03/02/2014	Common Stock	35,200	(2)	35,200	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 or death.

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