

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 31, 2002

RELIANT ENERGY RESOURCES CORP.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-13265
(Commission File Number)

76-0511406
(IRS Employer
Identification No.)

1111 LOUISIANA
HOUSTON, TEXAS
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 207-3000

ITEM 5. OTHER EVENTS.

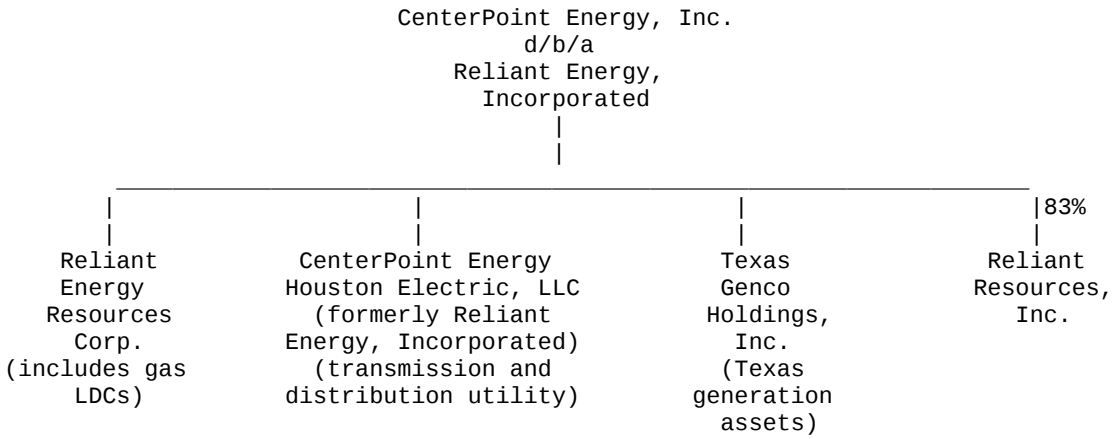
Effective August 31, 2002, Reliant Energy, Incorporated ("Reliant Energy"), a Texas corporation and the sole stockholder of Reliant Energy Resources Corp. (the "Company"), consummated a restructuring transaction as a result of which it became an indirect wholly owned subsidiary of a new holding company, CenterPoint Energy, Inc. ("CenterPoint Energy"), and each share of common stock of Reliant Energy was converted into one share of common stock of CenterPoint Energy. Also, as part of the restructuring (i) Reliant Energy conveyed its Texas electric generation assets and certain buildings and related assets to wholly owned subsidiaries, (ii) Reliant Energy was converted into a Texas limited liability company named CenterPoint Energy Houston Electric, LLC, and (iii) the capital stock of all of Reliant Energy's former subsidiaries (other than certain financing subsidiaries), including the Company, the subsidiaries that acquired the Texas electric generation assets and the buildings and the approximately 83% ownership interest in Reliant Resources, Inc., was distributed to CenterPoint Energy. These transactions were consummated pursuant to the Texas restructuring law and Reliant Energy's plan to restructure its businesses into two distinct publicly traded companies.

CenterPoint Energy, with the Company and CenterPoint Energy's other subsidiaries, is subject to regulation as a registered holding company under the Public Utility Holding Company Act of 1935, which directs the SEC to regulate, among other things, financings, sales or acquisitions of assets, and intra-corporate transactions.

Concurrently with the restructuring, the Company's 6.25% Convertible Junior Subordinated Debentures and 6% Convertible Subordinated Debentures due 2012 became convertible into CenterPoint Energy common stock on the same terms as such securities were convertible into Reliant Energy common stock prior to the restructuring.

The following diagram depicts a summary overview of the current corporate organizational structure of CenterPoint Energy and its principal operating subsidiaries. Unless otherwise indicated, ownership interests shown below are 100%.

ORGANIZATION CHART AFTER RESTRUCTURING



The shares of common stock of CenterPoint Energy issued in the restructuring were approved for listing by the New York Stock Exchange and the Chicago Stock Exchange. CenterPoint Energy currently conducts business under the name Reliant Energy, Incorporated, and CenterPoint Energy's common stock currently trades under the symbol "REI."

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

Each exhibit is incorporated herein by reference to a prior filing as indicated.

Report or SEC
File or
Exhibit
Registration
Registration
Exhibit
Number
Description
Statement
Number
References -

4(a) Third
Supplemental
Indenture
dated as of
August Form
8-K of 333-
69502 4(h)
31, 2002
among CNP,
REI, Reliant
Energy
CenterPoint
Energy,
Resources
Corp.
("RERC") and
The Bank of
New Inc.
dated August
31, York
(supplementing
the Indenture
dated as of
2002 and
filed with
June 15, 1996
under which
RERC's 6.25%
the SEC on
September
Convertible
Junior
Subordinated
Debentures
were 3, 2002
issued) 4(b)
Second
Supplemental
Indenture
dated as of
August Form
8-K of 333-
69502 4(i)
31, 2002
among CNP,
REI, RERC and
JPMorgan
Chase
CenterPoint
Energy, Bank
(supplementing
the Indenture

dated as of
Inc. dated
August 31,
March 1, 1987
under which
RERC's 6%
Convertible
2002 and
filed with
Subordinated
Debentures
due 2012 were
issued) the
SEC on
September 3,
2002

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RELIANT ENERGY RESOURCES CORP.

Date: September 3, 2002

By: /s/ Rufus S. Scott

Rufus S. Scott
Vice President, Deputy General
Counsel and Assistant Secretary