

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): DECEMBER 17, 2001

RELIANT ENERGY, INCORPORATED
(Exact name of registrant as specified in its charter)

TEXAS (State or other jurisdiction of incorporation)	1-3187 (Commission File Number)	74-0694415 (IRS Employer Identification No.)
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1111 LOUISIANA HOUSTON, TEXAS (Address of principal executive offices)	77002 (Zip Code)
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Registrant's telephone number, including area code: (713) 207-3000

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 Press Release issued December 17, 2001 -- "Reliant Energy Shareholders Approve Major Step in Corporate Restructuring."

ITEM 9. REGULATION FD DISCLOSURE.

On December 17, 2001, the shareholders of Reliant Energy, Incorporated ("Reliant Energy") approved a major step in a corporate restructuring that will ultimately divide Reliant Energy into a regulated energy delivery company named CenterPoint Energy, Incorporated ("CenterPoint Energy") and a competitive energy services provider called Reliant Resources, Inc. ("Reliant Resources").

At the special meeting of shareholders, Reliant Energy Chairman, President and CEO Steve Letbetter stated that although the dividend for CenterPoint Energy has not been established, CenterPoint Energy expects to maintain a dividend payout comparable to other regulated utilities. "That would suggest a payout somewhere greater than 50 percent of earnings per share. We continue to expect CenterPoint Energy's 2002 earnings to be in the range of \$1.17 to \$1.22 per share," he said. The actual dividend amount will be set by the Board of Directors of CenterPoint Energy. Reliant Resources does not pay a dividend.

The timing of the formation of the new holding company and the Reliant Resources spin-off depends on several governmental approvals, including the IRS and the SEC. However Reliant Energy expects to complete both steps during the first quarter of 2002.

The information in this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in this report will not be incorporated by reference into any registration statement filed by Reliant Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by Reliant Energy that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of Reliant Energy or any of its affiliates.

Some of the statements in this report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although Reliant Energy believes that the expectations and the underlying assumptions reflected in its forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements involve a number of risks and uncertainties, and actual results may differ materially from the results discussed in the forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in Reliant Energy's forward-looking statements:

- o state, federal and international legislative and regulatory developments, including deregulation, re-regulation and restructuring of the electric utility industry, and changes in, or application of environmental and other laws and regulations to which Reliant Energy is subject,
- o the timing of the implementation of Reliant Energy's business separation plan,
- o the effects of competition, including the extent and timing of the entry of additional competitors in Reliant Energy's markets,
- o industrial, commercial and residential growth in Reliant Energy's service territories,
- o Reliant Energy's pursuit of potential business strategies, including acquisitions or dispositions of assets or the development of additional power generation facilities,
- o state, federal and other rate regulations in the United States and in foreign countries in which Reliant Energy operates or into which it might expand its operations,
- o the timing and extent of changes in commodity prices and interest rates,
- o weather variations and other natural phenomena,
- o political, legal and economic conditions and developments in the United States and in foreign countries in which Reliant Energy operates or into which it might expand its operations, including the effects of fluctuations in foreign currency exchange rates,
- o financial market conditions and the results of Reliant Energy's financing efforts,
- o the performance of Reliant Energy's projects and the successes of its efforts to invest in and develop new opportunities, and
- o other factors Reliant Energy discuss in this and its other filings with the Securities and Exchange Commission.

The words "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal" and other similar words are intended to identify Reliant Energy's forward-looking statements.

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, INCORPORATED

Date: December 18, 2001

By: /s/ MARY P. RICCIARDELLO

Mary P. Ricciardello
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

99.1 Press Release issued December 17, 2001 -- "Reliant Energy Shareholders Approve Major Step in Corporate Restructuring."

RELIANT ENERGY SHAREHOLDERS APPROVE
MAJOR STEP IN CORPORATE RESTRUCTURING

HOUSTON, December 17, 2001 -- Reliant Energy (NYSE: REI) shareholders today approved a major step in a corporate restructuring that will ultimately divide the company into a regulated energy delivery company named CenterPoint Energy and a competitive energy services provider called Reliant Resources.

Reliant Energy announced the plan to separate into two companies in July of 2000. In May of 2001, Reliant Resources (NYSE: RRI), which participates in the competitive segments of the electric power and energy services industry, sold about 20 percent of its shares to the public in an initial public offering. Reliant Energy owns the remaining shares of Reliant Resources.

The step approved by shareholders today was the formation of a new holding company called CenterPoint Energy for both the regulated energy delivery business and Reliant Resources. This holding company structure satisfies commitments made to the Texas Public Utility Commission in the move to retail electric competition. After formation of the new holding company, shares of Reliant Energy will automatically be converted into shares of CenterPoint Energy, which will trade under the symbol CEP on the New York and Chicago Stock Exchanges.

Upon receipt of the required approvals, CenterPoint Energy will spin off the unregulated company by distributing its shares of Reliant Resources to its shareholders. The two companies will then be separately owned public companies, and CenterPoint Energy will include only the regulated energy delivery businesses that currently are part of Reliant Energy. These include electricity transmission and distribution, natural gas distribution, pipelines and gathering and, initially, the company's power generation facilities in the Houston area that are currently regulated.

Reliant Resources provides wholesale and retail energy services under the Reliant Energy brand. Its businesses include unregulated power generation, wholesale energy trading and marketing and retail energy marketing.

"Both CenterPoint Energy and Reliant Resources will include sizeable and well-established business operations," Reliant Energy Chairman, President and CEO Steve Letbetter told shareholders in attendance at the special shareholders' meeting. "However, regulated energy delivery is very different from competitive energy services, and each represents a distinct type of investment. We expect CenterPoint Energy to appeal to investors who are interested in a reliable dividend income stream and the slower, but consistent growth characteristic of regulated businesses. Reliant Resources, on the other hand, has attracted growth and value-oriented investors who are more tolerant of risk," he said.

Although the dividend for CenterPoint Energy has not been established, Letbetter noted that the company expects to maintain a dividend payout comparable to other regulated utilities. "That would suggest a payout somewhere greater than 50 percent of earnings per share. We continue to expect CenterPoint Energy's 2002 earnings to be in the range of \$1.17 to \$1.22 per share," he said. Reliant Resources does not pay a dividend.

The timing of the formation of the new holding company and the Reliant Resources spin-off depends on several governmental approvals, including the IRS and the SEC. However Reliant Energy expects to complete both steps during the first quarter of 2002.

Reliant Energy, based in Houston, Texas, is an international energy services and energy delivery company with approximately \$48 billion in annual revenue and total assets exceeding \$31 billion. The company has nearly 25,000 megawatts of power generation in operation in the U.S. and is one of only three companies to rank among both the five largest power marketers and the five largest natural gas marketers in North America. The company also has wholesale trading and marketing operations and nearly 3,500 megawatts of power generation in Western Europe. Reliant Energy's retail marketing and distribution operations serve nearly four million electricity and natural gas customers in the U.S. Reliant Energy currently owns approximately 80 percent of the shares of Reliant Resources.

This news release includes forward-looking statements. Actual events and results may differ materially from those projected. Factors that could affect actual results include the timing and impact of future regulatory and legislative decisions, effects of competition, weather variations, changes in Reliant Energy's, business plans, financial market conditions and other factors discussed in Reliant Energy's filings with the Securities and Exchange Commission.

In connection with the proposed holding company formation by Reliant Energy, CenterPoint Energy and Reliant Energy have filed a joint proxy statement/prospectus with the Securities and Exchange Commission. Investors and security holders are urged to carefully read the joint proxy statement/prospectus regarding the proposed transactions, because it contains important information. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents containing information about CenterPoint Energy and Reliant Energy, without charge, at the SEC's web site at www.sec.gov. Copies of the joint proxy statement/prospectus and the SEC filings that are incorporated by reference in the joint proxy statement/prospectus may also be obtained for free by directing a request to Reliant Energy, Incorporated, Investor's Services Department, P.O. Box 4505, Houston, Texas 77210-4505, Phone: (800) 231-6406 or (713) 207-3060.