

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT
under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934
(AMENDMENT NO. 2)

CENTERPOINT ENERGY, INC.
(Name of Subject Company (issuer))

CENTERPOINT ENERGY, INC.
(Names of Filing Persons (identifying status as offeror, issuer or
other person))

2.875% CONVERTIBLE SENIOR NOTES DUE 2024
(Title of Class of Securities)

15189T AK 3
15189T AL 1
(CUSIP Number of Class of Securities)

RUFUS S. SCOTT, ESQ.
VICE PRESIDENT, DEPUTY GENERAL COUNSEL AND ASSISTANT CORPORATE SECRETARY
CENTERPOINT ENERGY, INC.
1111 LOUISIANA
HOUSTON, TEXAS 77002
(713) 207-1111
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copy to:

GERALD M. SPEDALE, ESQ.
BAKER BOTTS L.L.P.
ONE SHELL PLAZA
910 LOUISIANA
HOUSTON, TEXAS 77002-4995
(713) 229-1234

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.
- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule T0 (the "Schedule T0") originally filed with the Securities and Exchange Commission on December 14, 2006, as amended by Amendment No. 1 to the Schedule T0, filed with the SEC on December 21, 2006, by CenterPoint Energy, Inc. (the "Company") relating to the Company's offer to purchase its 2.875% Convertible Senior Notes due 2024 that were issued by the Company (the "Notes"), upon the terms and conditions set forth in the Indenture dated as of May 19, 2003 (the "Original Indenture") by and between the Company and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee, as amended and supplemented by Supplemental Indenture No. 4 dated as of December 17, 2003 ("Supplemental Indenture No. 4") and Supplemental Indenture No. 5 dated as of December 13, 2004 ("Supplemental Indenture No. 5") (such Original Indenture, as amended and supplemented by Supplemental Indenture No. 4 and Supplemental Indenture No. 5, the "Indenture"), the Company Notice dated December 14, 2006 (the "Company Notice"), and the related offer materials filed as Exhibits (a)(1)(B) to (a)(1)(E) to the Schedule T0 (which Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the "Option Materials").

This Amendment No. 2 to Schedule T0 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

ITEMS 1 THROUGH 9.

Items 1 through 9 of the Schedule T0, as well as the Company Notice, are hereby amended and supplemented to reflect the following:

Accrual of Contingent Interest

On January 12, 2007, the Company announced that for the six-month period beginning January 15, 2007, the Notes will, subject to the terms of the Indenture, accrue contingent interest in the amount of \$3.330 per \$1,000 principal amount of Notes in addition to regular interest on the Notes. As previously announced on December 21, 2006, the Company plans to redeem all Notes on January 22, 2007 (the "Redemption Date"). The amount of contingent interest that will be payable with respect to the Notes on the Redemption Date equals \$0.130, a pro rated portion of the amount that will accrue for the period from January 15, 2007 to July 15, 2007.

Holders that tender Notes pursuant to the Company's offer to purchase will not receive any payment of contingent interest.

As permitted by General Instruction F to Schedule T0, all of the information set forth in the Option Materials is incorporated by reference into this Schedule T0.

Item 12 is hereby amended to read in its entirety as follows:

ITEM 12. EXHIBITS.

- (a)(1)(A)** -- Company Notice to Holders of CenterPoint Energy, Inc.'s 2.875% Convertible Senior Notes due 2024, dated December 14, 2006.
- (a)(1)(B)** -- Form of Purchase Notice.
- (a)(1)(C)** -- Form of Notice of Withdrawal.
- (a)(1)(D)* -- Substitute Form W-9.
- (a)(1)(E)* -- Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(5)(A) -- Company Press Release dated December 14, 2006 (incorporated by reference to the Company's Current Report on Form 8-K dated December 14, 2006).
- (a)(5)(B) -- Company Press Release dated December 21, 2006 (incorporated by reference to the Company's Current Report on Form 8-K dated December 21, 2006).
- (a)(5)(C)** -- Notice of Redemption.
- (a)(5)(D) -- Company Press Release dated January 12, 2007.
- (a)(5)(E) -- Notice of Accrual of Contingent Interest.

- (b) -- \$1,200,000,000 Amended and Restated Credit Agreement dated as of March 31, 2006 among the Company, Citibank, N.A., as Syndication Agent, Barclays Bank PLC, Bank of America, National Association and Credit Suisse, Cayman Islands Branch, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Lead Arrangers and Bookrunners, and the banks named therein (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated March 31, 2006).
- (d)(1) -- Indenture, dated as of May 19, 2003, between the Company Inc. and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 19, 2003).
- (d)(2) -- Supplemental Indenture No. 4 dated as of December 17, 2003 between the Company and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated December 10, 2003).
- (d)(3) -- Supplemental Indenture No. 5, dated as of December 13, 2004, between the Company and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated December 9, 2004).
- (g) -- Not applicable.
- (h) -- Not applicable.

* Previously filed as an exhibit to the Schedule TO-I filed on December 14, 2006.

** Previously filed as an exhibit to the Schedule TO-I/A filed on December 21, 2006.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 12, 2007

CENTERPOINT ENERGY, INC.

By: /s/ James S. Brian

James S. Brian
Senior Vice President and Chief
Accounting Officer

INDEX TO EXHIBITS

- (a)(1)(A)** -- Company Notice to Holders of CenterPoint Energy, Inc.'s 2.875% Convertible Senior Notes due 2024, dated December 14, 2006.
- (a)(1)(B)** -- Form of Purchase Notice.
- (a)(1)(C)** -- Form of Notice of Withdrawal.
- (a)(1)(D)* -- Substitute Form W-9.
- (a)(1)(E)* -- Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(5)(A) -- Company Press Release dated December 14, 2006 (incorporated by reference to the Company's Current Report on Form 8-K dated December 14, 2006).
- (a)(5)(B) -- Company Press Release dated December 21, 2006 (incorporated by reference to the Company's Current Report on Form 8-K dated December 21, 2006).
- (a)(5)(C)** -- Notice of Redemption.
- (a)(5)(D) -- Company Press Release dated January 12, 2007.
- (a)(5)(E) -- Notice of Accrual of Contingent Interest.
- (b) -- \$1,200,000,000 Amended and Restated Credit Agreement dated as of March 31, 2006 among the Company, Citibank, N.A., as Syndication Agent, Barclays Bank PLC, Bank of America, National Association and Credit Suisse, Cayman Islands Branch, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Lead Arrangers and Bookrunners, and the banks named therein (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated March 31, 2006).
- (d)(1) -- Indenture, dated as of May 19, 2003, between the Company Inc. and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 19, 2003).
- (d)(2) -- Supplemental Indenture No. 4 dated as of December 17, 2003 between the Company and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated December 10, 2003).
- (d)(3) -- Supplemental Indenture No. 5, dated as of December 13, 2004, between the Company and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated December 9, 2004).
- (g) -- Not applicable.
- (h) -- Not applicable.

* Previously filed as an exhibit to the Schedule TO-I filed on December 14, 2006.

** Previously filed as an exhibit to the Schedule TO-I/A filed on December 21, 2006.

[CenterPoint Energy Logo]

For more information contact
MEDIA:
LETICIA LOWE
Phone 713.207.7702
INVESTORS:
MARIANNE PAULSEN
Phone 713.207.6500

FOR IMMEDIATE RELEASE

Page 1 of 2

CENTERPOINT ENERGY ANNOUNCES ACCRUAL OF CONTINGENT INTEREST ON
2.875 PERCENT CONVERTIBLE SENIOR NOTES DUE 2024

HOUSTON -- JANUARY 12, 2007 -- CenterPoint Energy, Inc. (NYSE: CNP) today announced that for the six-month period beginning January 15, 2007, its 2.875 percent Convertible Senior Notes due 2024 will, subject to the terms of the indenture under which they were issued, accrue contingent interest in the amount of \$3.330 per \$1,000 principal amount of notes in addition to regular interest on the notes.

As previously announced, CenterPoint Energy plans to redeem all outstanding 2.875 percent Convertible Senior Notes due 2024 on January 22, 2007. The amount of contingent interest that will be payable with respect to the notes on the redemption date equals \$0.130, a pro rated portion of the amount that will accrue for the period from January 15, 2007 to July 15, 2007.

Holders of the 2.875 percent Convertible Senior Notes have the option to require CenterPoint Energy to purchase their notes on January 15, 2007 by delivering a purchase notice pursuant to CenterPoint Energy's Tender Offer Statement on Schedule T0 to The Bank of New York, the paying agent, until midnight EST on January 12, 2007. Holders that exercise this option will not receive any payment of contingent interest.

CenterPoint Energy plans to file an amendment to its Tender Offer Statement on Schedule T0 with the Securities and Exchange Commission later today.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell any notes. The offer to purchase the notes is being made only pursuant to the Company Notice dated December 14, 2006, as amended, and the related materials that CenterPoint Energy has distributed to note holders through the Depository Trust Company and filed with the Securities and Exchange Commission. Holders of the notes should read carefully the Company Notice dated December 14, 2006, and the related materials, as revised by the amendments thereto filed with the Securities and Exchange Commission, because they contain important information, including the various terms of and conditions to the offer. Holders of the notes and other interested parties may obtain a free copy of these materials at www.SEC.gov, at the company's website, www.CenterPointEnergy.com, or from CenterPoint Energy, Inc. at 1111 Louisiana, Houston, Texas 77002, Attn: Investor Relations. Note holders are encouraged to read these materials carefully prior to making any decision with respect to the purchase option.

CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas

[CenterPoint Energy Logo]

For more information contact
MEDIA:
LETICIA LOWE
Phone 713.207.7702
INVESTORS:
MARIANNE PAULSEN
Phone 713.207.6500

FOR IMMEDIATE RELEASE

Page 2 of 2

distribution, competitive natural gas sales and services, and pipeline and field services operations. The company serves more than five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas. Assets total approximately \$17 billion. With about 9,000 employees, CenterPoint Energy and its predecessor companies have been in business for more than 130 years. For more information, visit the Web site at www.CenterPointEnergy.com.

NOTICE OF ACCRUAL OF CONTINGENT INTEREST
 TO THE HOLDERS OF
 CENTERPOINT ENERGY, INC.
 2.875% CONVERTIBLE SENIOR NOTES DUE 2024
 CUSIP NUMBERS: 15189TAK3 AND 15189TAL1*

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of the Indenture dated as of May 19, 2003 (the "Original Indenture") by and between CenterPoint Energy, Inc. (the "Company") and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee (the "Trustee"), as amended and supplemented by Supplemental Indenture No. 4 dated as of December 17, 2003 ("Supplemental Indenture No. 4") and Supplemental Indenture No. 5 dated as of December 13, 2004 ("Supplemental Indenture No. 5") (such Original Indenture, as amended and supplemented by Supplemental Indenture No. 4 and Supplemental Indenture No. 5, the "Indenture"), under which the 2.875% Convertible Senior Notes due 2024 of the Company (the "Notes") were issued, the Notes will accrue contingent interest for the six-month period beginning January 15, 2007. The amount of contingent interest payable on each \$1,000 principal amount of Notes for such six-month period equals 0.25% of the average trading price per \$1,000 principal amount of Notes for the five business days ending on January 11, 2007, or \$3.330. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Indenture.

As previously announced, all outstanding Notes will be redeemed in full on January 22, 2007 (the "Redemption Date") at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest, including contingent interest, to the Redemption Date. The amount of interest that will be payable with respect to the Notes on the Redemption Date is \$0.689 per \$1,000 principal amount of the Notes, which includes \$0.559 of regular interest and \$0.130 of contingent interest. Unless the Company defaults in making payment of the redemption price, interest on the Notes will cease to accrue on and after the Redemption Date. The Redemption Notice required to be delivered to holders of the Notes pursuant to the provisions of the Indenture has been separately delivered to holders of the Notes and is also available at the Company's website, www.CenterPointEnergy.com.

The Notes are currently convertible and, in lieu of redemption, Notes may be converted at any time before 5:00 p.m., New York City time, on the Redemption Date. Holders that submit Notes for conversion will not receive any payment of contingent interest. Holders of Notes at 5:00 p.m., New York City time, on January 1, 2007, the regular record date for the January 15, 2007 interest payment on the Notes, will receive interest in the amount of \$14.375 per \$1,000 principal amount of Notes payable on January 15, 2007. Notes surrendered for conversion by holders during the period from 5:00 p.m., New York City time, on January 1, 2007 to 9:00 a.m., New York City time, on January 15, 2007 must be accompanied by a payment of \$14.375 per \$1,000 principal amount of Notes surrendered for conversion, which amount equals the regular interest payment that the holder is to receive on such Notes. Holders that submit Notes for conversion after 9:00 a.m., New York City time, on January 15, 2007 need not submit any interest payment in connection with the conversion.

Holders of the Notes have the option to require the Company to purchase any Notes on Monday, January 15, 2007 at a purchase price of 100% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. Holders that exercise this option will not receive any payment of contingent interest. The amount of interest that will be payable with respect to the Notes on the purchase date is \$14.375 per \$1,000 principal amount of the Notes. To exercise this option, holders are required to take certain actions described in the Company Notice relating to this option by 12:00 Midnight, New York City time, on Friday, January 12, 2007. The Company Notice relating to this optional purchase, which was required to be delivered to holders of the Notes pursuant to the provisions of the Indenture, has been separately delivered to holders of the Notes and is also available at the Company's website, www.CenterPointEnergy.com.

THE REDEMPTION NOTICE AND THE COMPANY NOTICE PREVIOUSLY DELIVERED TO HOLDERS OF THE NOTES CONTAIN IMPORTANT INFORMATION REGARDING THE REDEMPTION AND THE OPTIONAL PURCHASE, RESPECTIVELY, INCLUDING INFORMATION REGARDING THE CONVERSION RIGHTS OF HOLDERS OF THE NOTES. HOLDERS ARE ENCOURAGED TO READ THE REDEMPTION NOTICE AND THE COMPANY NOTICE IN THEIR ENTIRETY.

IMPORTANT TAX INFORMATION
Please read this carefully

Under United States federal income tax law a withholding of 28% from reportable payments made to certain holders of Notes may be required unless the holder furnishes a properly completed Form W-9 or otherwise establishes an exemption from backup withholding.

* These CUSIP Numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the holders of the Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of these CUSIP Numbers, nor is any representation made as to their correctness on the Notes or as indicated in this notice.

Dated: January 12, 2007

THE BANK OF NEW YORK TRUST COMPANY,
NATIONAL ASSOCIATION, TRUSTEE, on
behalf of CenterPoint Energy, Inc.