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**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. 3)**

**CenterPoint Energy, Inc.**

(Name of Subject Company (issuer))

**CenterPoint Energy, Inc.**

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**3.75% Convertible Senior Notes Due 2023  
3.75% Convertible Senior Notes, Series B Due 2023**  
(Title of Class of Securities)

**15189TAA5 and 15189TAC1  
15189TAM9**  
(CUSIP Number of Class of Securities)

**Rufus S. Scott  
Senior 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  
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:

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This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on April 17, 2008 by CenterPoint Energy, Inc. (the "Company"), as amended by Amendment No. 1 filed by the Company with the SEC on April 25, 2008 ("Amendment No. 1") and Amendment No. 2 filed by the Company with the SEC on April 30, 2008 ("Amendment No. 2") (as amended and supplemented by Amendment No. 1 and Amendment No. 2, the "Schedule TO"), relating to the Company's offer to purchase its 3.75% Convertible Senior Notes due 2023 (the "Old Notes") and 3.75% Convertible Senior Notes, Series B due 2023 (the "New Notes" and, together with the Old Notes, the "Notes") that were issued by the Company, 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. 1 dated as of May 19, 2003 ("Supplemental Indenture No. 1"), under which the Old Notes were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 ("Supplemental Indenture No. 6" and, together with Supplemental Indenture No. 1, the "Supplemental Indentures"), under which the New Notes were issued (the Original Indenture, as amended and supplemented by Supplemental Indenture No. 1 and Supplemental Indenture No. 6, the "Indenture"), the Company Notice dated April 17, 2008 (the "Company Notice"), and the related offer materials filed as Exhibits (a)(1)(B) to (a)(1)(E) to the Schedule TO.

This Amendment No. 3 to Schedule TO 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 TO, as well as the Company Notice, which is incorporated by reference therein, are hereby amended and supplemented to reflect the following:

#### ***Conversion Rate Adjustment***

As a result of the Company's regular quarterly cash dividend on its common stock, payable on June 10, 2008 to shareholders of record as of the close of business on May 16, 2008, the Conversion Rate (as defined in the Supplemental Indentures) of the Notes will be increased to \$90.7622 per \$1,000 principal amount of the Notes effective May 19, 2008, pursuant to the terms of the Indenture.

#### ***Accrual of Contingent Interest***

On May 14, 2008, the Company announced that for the six-month period beginning May 15, 2008, the Notes will, subject to the terms of the Indenture, accrue contingent interest in the amount of \$3.4341 per \$1,000 principal amount of Notes in addition to regular interest on the Notes. As previously announced on April 16, 2008, the Company plans to redeem all Notes on May 30, 2008 (the "Redemption Date"). The amount of contingent interest that will be payable with respect to the Notes on the Redemption Date equals \$0.2862 per \$1,000 principal amount of the Notes, a pro rated portion of the amount that will accrue for the period from May 15, 2008 through November 14, 2008.

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

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

### **ITEM 12. Exhibits.**

|            |   |  |
|------------|---|--|
| (a)(1)(A)* | ¾ | Company Notice to the Holders of CenterPoint Energy, Inc. 3.75% Convertible Senior Notes due 2023 and 3.75% Convertible Senior Notes, Series B due 2023, dated April 17, 2008. |
| (a)(1)(B)* | ¾ | Form of Purchase Notice.   |
| (a)(1)(C)* | ¾ | Form of Notice of Withdrawal.  |
| (a)(1)(D)* | ¾ | Substitute Form W-9.   |

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|             |   |  |
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| (a)(1)(E)*  | ¾ | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.   |
| (a)(1)(F)   | ¾ | The description of the Old Notes and the Indenture set forth under the caption “Description of the Notes” in the Company’s prospectus dated December 4, 2003.  |
| (a)(1)(G)   | ¾ | The description of the New Notes and the Indenture set forth under the caption “Description of the New Notes” in the Company’s prospectus dated July 19, 2005.   |
| (a)(5)(A)*  | ¾ | Company Press Release dated April 16, 2008.  |
| (a)(5)(B)*  | ¾ | Company Press Release dated April 17, 2008.  |
| (a)(5)(C)*  | ¾ | Notice of Redemption.  |
| (a)(5)(D)** | ¾ | Company Press Release dated April 25, 2008.  |
| (a)(5)(E)** | ¾ | Notice of Dividend Declaration Resulting in Conversion Rate Adjustment.  |
| (a)(5)(F)   | ¾ | Notice of Conversion Rate Adjustment.  |
| (a)(5)(G)   | ¾ | Company Press Release dated May 14, 2008.  |
| (a)(5)(H)   | ¾ | Notice of Accrual of Contingent Interest.  |
| (b)         | ¾ | \$1,200,000,000 Second Amended and Restated Credit Agreement dated as of June 29, 2007, 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 4.3 to the Company’s Form 10-Q for the quarter ended June 30, 2007). |
| (d)(1)      | ¾ | Indenture, dated as of May 19, 2003, between the Company 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)      | ¾ | Supplemental Indenture No. 1 dated as of May 19, 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 May 19, 2003).   |
| (d)(3)      | ¾ | Supplemental Indenture No. 6, dated as of August 23, 2005, between the Company and the Trustee (incorporated by reference to Exhibit 4(g)(7) to the Company’s Form 10-K for the year ended December 31, 2005).   |
| (g)         | ¾ | Not applicable.  |
| (h)         | ¾ | Not applicable.  |

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\* Previously filed as an exhibit to the Schedule TO-I filed on April 17, 2008.

\*\* Previously filed as an exhibit to the Schedule TO-I/A filed on April 25, 2008.

**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: May 13, 2008

CENTERPOINT ENERGY, INC.

By: /s/ Rufus S. Scott  
Rufus S. Scott  
Senior Vice President, Deputy General Counsel and  
Assistant Corporate Secretary

**INDEX TO EXHIBITS**

|             |   |  |
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| (a)(1)(A)*  | ¾ | Company Notice to the Holders of CenterPoint Energy, Inc. 3.75% Convertible Senior Notes due 2023 and 3.75% Convertible Senior Notes, Series B due 2023, dated April 17, 2008.   |
| (a)(1)(B)*  | ¾ | Form of Purchase Notice.   |
| (a)(1)(C)*  | ¾ | Form of Notice of Withdrawal.  |
| (a)(1)(D)*  | ¾ | Substitute Form W-9.   |
| (a)(1)(E)*  | ¾ | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.   |
| (a)(1)(F)   | ¾ | The description of the Old Notes and the Indenture set forth under the caption “Description of the Notes” in the Company’s prospectus dated December 4, 2003.  |
| (a)(1)(G)   | ¾ | The description of the New Notes and the Indenture set forth under the caption “Description of the New Notes” in the Company’s prospectus dated July 19, 2005.   |
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| (b)         | ¾ | \$1,200,000,000 Second Amended and Restated Credit Agreement dated as of June 29, 2007, 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 4.3 to the Company’s Form 10-Q for the quarter ended June 30, 2007). |
| (d)(1)      | ¾ | Indenture, dated as of May 19, 2003, between the Company 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)      | ¾ | Supplemental Indenture No. 1 dated as of May 19, 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 May 19, 2003).   |
| (d)(3)      | ¾ | Supplemental Indenture No. 6, dated as of August 23, 2005, between the Company and the Trustee (incorporated by reference to Exhibit 4(g)(7) to the Company’s Form 10-K for the year ended December 31, 2005).   |
| (g)         | ¾ | Not applicable.  |
| (h)         | ¾ | Not applicable.  |

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\* Previously filed as an exhibit to the Schedule TO filed on April 17, 2008.

\*\* Previously filed as an exhibit to the Schedule TO-I/A filed on April 25, 2008.

**NOTICE OF CONVERSION RATE ADJUSTMENT****To the Holders of****CenterPoint Energy, Inc.****3.75% Convertible Senior Notes Due 2023****CUSIP Numbers: 15189TAA5 and 15189TAC1****3.75% Convertible Senior Notes, Series B Due 2023****CUSIP Number: 15189TAM9**

NOTICE IS HEREBY GIVEN pursuant to the provisions of Section 809 of Supplemental Indenture No. 1 dated as of May 19, 2003 ("Supplemental Indenture No. 1"), under which the 3.75% Convertible Senior Notes due 2023 were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 ("Supplemental Indenture No. 6" and, together with Supplemental Indenture No. 1, the "Supplemental Indentures"), under which the 3.75% Convertible Senior Notes, Series B due 2023 were issued, by and between CenterPoint Energy, Inc., a Texas corporation ("CNP"), and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee (the "Trustee"), which supplement the Indenture dated as of May 19, 2003 by and between CNP and the Trustee, that the Conversion Rate (as defined in the Supplemental Indentures) will be adjusted pursuant to Article VIII of the Supplemental Indentures in connection with CNP's payment of a dividend to holders of record on May 16, 2008 of CNP common stock, par value \$0.01 per share. Effective as of May 19, 2008, the Conversion Rate will be 90.7622.

This Notice of Conversion Rate Adjustment is being filed with the Trustee and Conversion Agent (as such terms are defined in the Supplemental Indentures) and mailed to each holder of Notes of record as of the close of business on May 13, 2008.

Dated: May 14, 2008

CENTERPOINT ENERGY, INC.





For more information contact

Media:

Leticia Lowe

Phone 713.207.7702

Investors:

Marianne Paulsen

Phone 713.207.6500

FOR IMMEDIATE RELEASE

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**CenterPoint Energy announces adjustments to conversion rate of and  
accrual of contingent interest on 3.75% Convertible Senior Notes due 2023**

**HOUSTON – May 14, 2008** – CenterPoint Energy, Inc. (NYSE: CNP) today announced that the conversion rate of its 3.75 percent Convertible Senior Notes due 2023 and 3.75 percent Convertible Senior Notes, Series B due 2023 will be increased as a result of CenterPoint Energy's payment of its regular quarterly cash dividend to holders of record of its common stock on May 16, 2008. Effective May 19, 2008, the new conversion rate will be 90.7622.

CenterPoint Energy also today announced that for the six-month period beginning May 15, 2008, the notes will, subject to the terms of the indenture under which they were issued, accrue contingent interest in the amount of \$3.4341 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 notes on May 30, 2008. The redemption price will be \$1,000 in cash plus accrued and unpaid interest, including contingent interest, if any, to the redemption date. The amount of contingent interest that will be payable with respect to the notes on the redemption date equals \$0.2862 per \$1,000 principal amount, a pro rated portion of the amount that will accrue for the period from May 15, 2008, through November 14, 2008.

Holder of the notes have the option to require CenterPoint Energy to purchase their notes on May 15, 2008, by delivering a purchase notice pursuant to CenterPoint Energy's Tender Offer Statement on Schedule TO to The Bank of New York, the paying agent, by today, May 14, 2008, at midnight EDT. Holders that exercise this option will not receive any payment of contingent interest.

The details of the redemption and the option are provided in the communications related thereto. These communications also provided additional details regarding the conversion of the notes.

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 tender offer is being made only pursuant to the Company Notice dated April 17, 2008, 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 (SEC). Note holders are encouraged to carefully read these documents, as revised by the amendments thereto filed with the SEC on the date hereof, before deciding

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For more information contact

Media:

Leticia Lowe

Phone 713.207.7702

Investors:

Marianne Paulsen

Phone 713.207.6500

**FOR IMMEDIATE RELEASE**

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whether to exercise their option to require CenterPoint Energy to purchase their notes as these documents contain important information regarding the details of CenterPoint Energy's obligation to purchase the notes. Holders of the notes and other interested parties may obtain a free copy of these documents at the SEC's web site, [www.sec.gov](http://www.sec.gov), at the company's web site, [www.CenterPointEnergy.com](http://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 distribution, competitive natural gas sales and services, interstate pipelines and field services operations. The company serves more than five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas. Assets total over \$17 billion. With about 8,600 employees, CenterPoint Energy and its predecessor companies have been in business for more than 130 years. For more information, visit CenterPoint Energy's web site at [www.CenterPointEnergy.com](http://www.CenterPointEnergy.com).

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**NOTICE OF ACCRUAL OF CONTINGENT INTEREST****To the Holders of****CenterPoint Energy, Inc.****3.75% Convertible Senior Notes Due 2023****CUSIP Numbers: 15189TAA5 and 15189TAC1\*****3.75% Convertible Senior Notes, Series B Due 2023****CUSIP Number: 15189TAM9\***

**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. 1 dated as of May 19, 2003 (“Supplemental Indenture No. 1”), under which the 3.75% Convertible Senior Notes due 2023 (the “Old Notes”) were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 (“Supplemental Indenture No. 6”) and, together with the Original Indenture and Supplemental Indenture No. 1, the “Indenture”), under which the 3.75% Convertible Senior Notes, Series B due 2023 (the “New Notes” and, together with the Old Notes, the “Notes”) were issued, the Notes will accrue contingent interest for the six-month period beginning May 15, 2008. 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 May 13, 2008, or \$3.4341. 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 May 30, 2008 (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 \$1.8487 per \$1,000 principal amount of the Notes, which includes \$1.5625 of regular interest and \$0.2862 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](http://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 May 1, 2008, the regular record date for the May 15, 2008 interest payment on the Notes, will receive interest in the amount of \$18.75 per \$1,000 principal amount of Notes payable on May 15, 2008. Notes surrendered for conversion by holders during the period from 5:00 p.m., New York City time, on May 1, 2008 to 9:00 a.m., New York City time, on May 15, 2008 must be accompanied by a payment of \$18.75 per \$1,000 principal amount of Notes surrendered for conversion, which amount equals the regular interest payment that the holder is to receive on the Notes. Holders that submit Notes for conversion after 9:00 a.m., New York City time, on May 15, 2008, 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 Thursday, May 15, 2008, 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 \$18.75 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 today, May 14, 2008, at 12:00 Midnight, New York City time. 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](http://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.**

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**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: May 14, 2008

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