SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

0.5

hours per response:

Instruction 1(b)).		or Section 30(h) of the Investment Company Act of 193	34	L	
1. Name and Add <u>Ryan Jason</u>		ng Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>CENTERPOINT ENERGY INC</u> [CNP]	(Chec	ationship of Reporting F k all applicable) Director Officer (give title	Person(s) to Issuer 10% Owner Other (specify
(Last) 1111 LOUISIA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023		below) EVP, Reg. Svcs. &	below)
(Street) HOUSTON	ТХ	77002	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	ividual or Joint/Group Fi Form filed by One R	
(City)	(State)	(Zip)			Form filed by More t 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11041.4)
Common Stock	02/15/2023		A		8,754 ⁽¹⁾	Α	\$ <mark>0</mark>	56,982 ⁽²⁾	D	
Common Stock								3,282	Ι	By Savings Plan ⁽³⁾

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				

Explanation of Responses:

1. Time-based restricted stock units ("RSUs") awarded under the Issuer's Long-Term Incentive Plan (the "Plan") and vesting (i) in February 2026 if the Reporting Person ("R.P.") continues to be an employee of Issuer from the grant date through the vesting date, (ii) in the event of his earlier disability or death, or (iii) on a pro-rata basis upon his earlier retirement unless he satisfies various conditions for full vesting, provided, however, that any such vesting is conditioned upon positive operating income in the last full calendar year of the restricted period except in the case of death or disability.

2. Total includes (i) 9,262 time-based restricted stock units ("RSUs") previously awarded under the Plan and vesting in February 2023, (ii) 9,358 RSUs previously awarded under the Plan and vesting in February 2024, and (iii) 7,824 RSUs previously awarded under the Plan and vesting in February 2025. The above awards shall vest (i) if the R.P. continues to be an employee of Issuer from grant date through vesting date and (ii) in the event of his disability or death. Also, the above awards shall vest on a pro-rata basis in the event of his retirement unless he satisfies various conditions for full vesting. However, for shares vesting in February 2024 and February 2025, any such vesting is conditioned upon positive operating income in the last full calendar year of the restricted period except in the case of death or disability.

3. Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

Remarks:

Vincent A. Mercaldi,

Attorney-in-Fact

Date

02/17/2023

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.