

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.  
(Exact name of registrant as specified in its charter)

D/B/A RELIANT ENERGY, INCORPORATED

TEXAS  
(State or other jurisdiction  
of incorporation or organization)

74-0694415  
(I.R.S. Employer  
Identification No.)

1111 LOUISIANA  
HOUSTON, TEXAS 77002  
(713) 207-3000  
(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)

RUFUS S. SCOTT  
ASSISTANT CORPORATE SECRETARY  
1111 LOUISIANA  
HOUSTON, TEXAS 77002  
(713) 207-3000  
(Name, address, including zip code,  
and telephone number, including area code,  
of agent for service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

This Post-Effective Amendment is being filed pursuant to Rule 414 under the Securities Act by CenterPoint Energy, Inc. d/b/a Reliant Energy, Incorporated, a Texas corporation ("CenterPoint Energy"), as successor to Reliant Energy, Incorporated, a Texas corporation ("Reliant Energy"), following a merger to effect a holding company reorganization effective as of August 31, 2002. CenterPoint Energy hereby expressly adopts the Registration Statement of Reliant Energy on Form S-3 (Registration No. 333-33301) as its own Registration Statement for all purposes of the Securities Act and the Securities Exchange Act

of 1934, as amended.

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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## EXPLANATORY NOTE

Reliant Energy filed a Registration Statement on Form S-3 (Registration No. 333-33301), as amended and as declared effective on August 15, 1997 (the "Registration Statement"), to register its shares of common stock, without par value, issuable on a continuous basis pursuant to Rule 415 under the Securities Act upon conversion of one or more 6 1/4% Convertible Junior Subordinated Debentures of Reliant Energy Resources Corp. On August 31, 2002, pursuant to the Agreement and Plan of Merger dated as of October 19, 2001 among Reliant Energy, Reliant Energy MergerCo, Inc., a Texas corporation and an indirect wholly owned subsidiary of CenterPoint Energy ("MergerCo"), and CenterPoint Energy, MergerCo merged with and into Reliant Energy, with Reliant Energy being the surviving corporation. As a result of the merger, CenterPoint Energy became the holding company for Reliant Energy and its subsidiaries. CenterPoint Energy, as successor to Reliant Energy, is filing this Post-Effective Amendment No. 1 to the Registration Statement pursuant to Rule 414 under the Securities Act. Contemporaneously with the filing hereof, CenterPoint Energy is filing Post-Effective Amendment No. 1 to the Registration Statement of Reliant Energy on Form S-3 (Reg. No. 333-58433) pursuant to Rule 414 under the Securities Act and is including therein a combined prospectus relating to this Registration Statement pursuant to Rule 429(b) under the Securities Act.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the estimated expenses payable by the Company in connection with the issuance and distribution of the Common Stock offered hereby.

Securities and Exchange Commission filing fee.....	\$ 5,925
Blue Sky fees and expenses.....	5,000
Attorney's fees and expenses.....	10,000
Independent Auditor's fees and expenses.....	10,000
Printing and engraving expenses.....	15,000
Listing fees.....	20,000
Miscellaneous expenses.....	2,075
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Total.....	\$68,000
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ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article 2.02.A.(16) and Article 2.02-1 of the Texas Business Corporation Act and Article V of the Company's Amended and Restated Bylaws provide the Company with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, the Company has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of the Company's Amended and Restated Articles of Incorporation provides that a director of the Company is not liable to the Company for monetary damages for any act or omission in the director's capacity as director, except that Article IX does not eliminate or limit the liability of a director for (i) any breach of such director's duty of loyalty to the Company or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to the Company or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of the Company existing at the time of the repeal or modification.

See "Item 17. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

ITEM 16. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION - -----
- ----- 2.1*	Agreement and Plan of Merger, dated as of October 19, 2001, by and among Reliant Energy, Incorporated, CenterPoint Energy, Inc. and Reliant Energy MergerCo, Inc. (incorporated by reference to Annex A to the Joint Proxy Statement/Prospectus contained in the Registration Statement of the

Company on Form S-4  
(Registration No.  
333-69502) (the  
"Registration  
Statement"). 4.1\*  
Amended and Restated  
Articles of  
Incorporation of the  
Company  
(incorporated by  
reference to Annex B  
to the Joint Proxy  
Statement/Prospectus  
contained the  
Registration  
Statement).

II-1

EXHIBIT  
NUMBER  
DESCRIPTION

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4.2\*  
Articles of  
Amendment to  
the Amended  
and Restated  
Articles of  
Incorporation  
of the  
Company  
incorporated  
by reference  
to Exhibit  
3.1.1 to the  
Annual  
Report on  
Form 10-K of  
the Company  
for the year  
ended  
December 31,  
2001). 4.3\*  
Amended and  
Restated  
Bylaws of  
the Company  
(incorporated  
by reference  
to Exhibit  
3.2 to the  
Annual  
Report on  
Form 10-K of  
the Company  
for the year  
ended  
December 31,  
2001). 4.4\*  
Statement of  
Resolution  
Establishing  
a Series of  
Shares  
designated  
Series A  
Preferred  
Stock of  
CenterPoint  
Energy, Inc.  
(incorporated  
by reference  
to Exhibit  
3.3 to the  
Annual  
Report on  
Form 10-K of  
the Company  
for the year  
ended  
December 31,  
2001). 4.5\*  
Form of  
CenterPoint  
Energy, Inc.  
Stock  
Certificate  
(incorporated  
by reference  
to Exhibit  
4.1 to the  
Registration  
Statement).  
4.6\* Rights  
Agreement

dated as of  
January 1,  
2002 between  
the Company  
and JPMorgan  
Chase Bank  
as Rights  
Agent  
(incorporated  
by reference  
to Exhibit  
4.2 to the  
Annual  
Report on  
Form 10-K of  
the Company  
for the year  
ended  
December 31,  
2001). 4.7\*  
Form of  
Indenture  
between  
NorAm Energy  
Corp. and  
The Bank of  
New York, as  
Trustee  
(incorporated  
by reference  
to Exhibit  
4.8 to the  
Registration  
Statement on  
Form S-3 of  
NorAm Energy  
Corp.  
(Registration  
No. 33-  
64001)).  
4.8\* Form of  
First  
Supplemental  
Indenture to  
Exhibit 4.7,  
between  
NorAm Energy  
Corp. and  
The Bank of  
New York, as  
Trustee  
(incorporated  
by reference  
to Exhibit  
4.01 to the  
Current  
Report on  
Form 8-K of  
NorAm Energy  
Corp. dated  
June 10,  
1996 (File  
No. 1-  
11739)).  
4.9\* Second  
Supplemental  
Indenture to  
Exhibit 4.7,  
dated as of  
August 6,  
1997, among  
Houston  
Lighting &  
Power  
Company, HI  
Merger,  
Inc., NorAm  
Energy Corp.  
and The Bank  
of New York,  
as Trustee

(incorporated by reference to Exhibit 4(d)(3) to the Annual Report on Form 10-K of NorAm Energy Corp. for the year ended

December 31, 1997 (File No. 1-3187).

4.10\* Third Supplemental Indenture to Exhibit 4.7, dated as of August 31, 2002, among the Company, Reliant Energy, Incorporated, Reliant Energy Resources Corp. and the Bank of New York, as Trustee

(incorporated by reference to Exhibit 4(h) to the Current Report on Form 8-K of the Company filed on September 3, 2002). 5.1

Opinion of Baker Botts L.L.P. 23.1 Consent of Deloitte & Touche LLP. 23.2 Consent of Baker Botts L.L.P. (included in Exhibit 5.1). 24.1\*\* Powers of Attorney.

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\* Incorporated herein by reference as indicated.

\*\* Previously filed.

ITEM 17. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total



dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate

offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs a(1)(i) and a(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15d of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 6, 2002.

CENTERPOINT ENERGY, INC.  
D/B/A RELIANT ENERGY INCORPORATED  
(Registrant)

By: /s/ R. STEVE LETBETTER

-----  
R. Steve Letbetter  
Chairman, President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE  
TITLE DATE

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/s/ R.  
STEVE  
LETBETTER  
Chairman,  
President,  
Chief  
September  
6, 2002 --

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Chief  
Accounting  
Officer  
James S.  
Brian  
(Principal  
Accounting  
Officer) \*  
Director  
September  
6, 2002 --  
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Milton  
Carroll \*  
Director  
September  
6, 2002 --  
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John T.  
Cater  
Director  
September  
6, 2002 --  
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O.  
Holcombe  
Crosswell  
\* Director  
September  
6, 2002 --  
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Robert J.  
Cruikshank  
Director  
September  
6, 2002 --  
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T.  
Milton  
Honea  
Director  
September  
6, 2002 --  
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Laree E.  
Perez \*By:  
/s/ HUGH  
RICE KELLY  
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-----  
-- Hugh  
Rice  
Kelly,  
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INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION - -----
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4.1*	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Annex B to the Joint Proxy Statement/Prospectus contained in the Registration Statement).
4.2*	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company incorporated by reference to Exhibit 3.1.1 to the Annual Report on Form 10-K of the Company for the year ended December 31, 2001).
4.3*	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K of the Company for the year ended December 31, 2001).
4.4*	Statement of Resolution Establishing a Series of Shares designated Series A Preferred Stock of CenterPoint Energy, Inc. (incorporated by reference to Exhibit 3.3 to the Annual Report on Form 10-K of the Company for the year ended December 31, 2001).
4.5*	Form of CenterPoint Energy, Inc. Stock Certificate

(incorporated by reference to Exhibit 4.1 to the Registration Statement). 4.6\* Rights Agreement dated as of January 1, 2002 between the Company and JPMorgan Chase Bank as Rights Agent (incorporated by reference to Exhibit 4.2 to the Annual Report on Form 10-K of the Company for the year ended December 31, 2001). 4.7\* Form of Indenture between NorAm Energy Corp. and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.8 to the Registration Statement on Form S-3 of NorAm Energy Corp. (Registration No. 33-64001)). 4.8\* Form of First Supplemental Indenture to Exhibit 4.7, between NorAm Energy Corp. and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.01 to the Current Report on Form 8-K of NorAm Energy Corp. dated June 10, 1996 (File No. 1-11739)). 4.9\* Second Supplemental Indenture to Exhibit 4.7, dated as of August 6, 1997, among Houston Lighting & Power Company, HI Merger, Inc., NorAm Energy Corp. and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4(d)(3) to the Annual Report on Form 10-K of NorAm Energy Corp. for the year ended December 31, 1997 (File No. 1-3187)). 4.10\* Third Supplemental Indenture to Exhibit 4.7, dated as of August 31, 2002, among the Company, Reliant Energy, Incorporated, Reliant Energy Resources Corp. and the Bank of New York, as Trustee (incorporated by reference to Exhibit 4(h) to the Current Report on Form 8-K of the Company filed

on September 3,  
2002). 5.1 Opinion  
of Baker Botts  
L.L.P. 23.1 Consent  
of Deloitte & Touche  
LLP. 23.2 Consent of  
Baker Botts L.L.P.  
(included in Exhibit  
5.1). 24.1\*\* Powers  
of Attorney.

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\* Incorporated herein by reference as indicated.

\*\* Previously filed.



## [LETTERHEAD OF BAKER BOTTS L.L.P.]

September 6, 2002

CenterPoint Energy, Inc.  
1111 Louisiana Street  
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in Post Effective Amendment No. 1 (the "Post-Effective Amendment") to the Registration Statement on Form S-3 (Registration No. 333-33301) to be filed by CenterPoint Energy, Inc. d/b/a Reliant Energy, Incorporated, a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance from time to time of up to 9,317 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (and associated rights to purchase Series A Preferred Stock, par value \$0.01 per share, of the Company (the "Rights")) upon conversion of the 6 1/4% Convertible Junior Subordinated Debentures due 2012 (the "Debentures") of Reliant Energy Resources Corp., a Delaware corporation ("RERC"), certain legal matters in connection with the Shares are being passed upon for you by us. The Debentures are governed by an Indenture dated as of June 15, 1996, as amended and supplemented (the "Indenture"), between RERC as successor in interest to NorAm Energy Corp., a Delaware corporation ("NorAm"), and Arkla, Inc., and The Bank of New York, as trustee. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Post-Effective Amendment.

In our capacity as your counsel in the connection referred to above, we have examined the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Company, each as amended to date, the Agreement and Plan of Merger dated as of August 11, 1996, as amended, by and among Houston Industries Incorporated, a Texas corporation, HI Merger, Inc., a Delaware corporation, and NorAm, the Indenture, and the Rights Agreement dated as of January 1, 2002 between the Company and JPMorgan Chase Bank, as Rights Agent (the "Rights Agreement"), as amended to date, and have examined originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments or documents, as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company with respect to the accuracy of the material factual matters contained in such certificates. In making our examination, we have assumed that all signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing in good standing under the laws of the State of Texas.
2. The Shares, when duly issued upon conversion of the Debentures in accordance with the terms thereof and the terms and provisions of the Indenture, will be validly issued, fully paid and non-assessable.
3. The issuance of the Rights associated with the Shares has been duly authorized by all requisite corporate action on the part of the Company and, upon issuance from time to time in connection with the issuance of the associated Shares as provided above and in accordance with the terms of the Rights Agreement, the Rights associated with such Shares will be validly issued.

The opinion set forth in paragraph 3 above is limited to the valid issuance of the Rights under the Texas Business Corporation Act. In this connection, we do not express any opinion herein on any other aspect of the Rights, the effect of any equitable principles or fiduciary considerations relating to the adoption of the Rights Agreement or the issuance of the Rights, the enforceability of any particular provisions of the Rights Agreement, or the provisions of the Rights Agreement which discriminate or create unequal voting power among shareholders.

The opinions set forth above are limited in all respects to matters of Texas law as in effect on the date hereof. Additionally, we hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Post-Effective Amendment. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

BAKER BOTTS L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-33301 of CenterPoint Energy, Inc. on Form S-3 of our report dated March 28, 2002, July 3, 2002, as to the effects of the restatement discussed in Note 1 (which expresses an unqualified opinion and includes explanatory paragraphs relating to the restatement described in Note 1 and the change in method of accounting for derivatives and hedging activities), appearing in Amendment No. 1 to the Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001, and of our report dated March 28, 2002, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001.

DELOITTE & TOUCHE LLP

Houston, Texas  
September 3, 2002