

**UNITED STATES
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): April 22, 2010

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

1-31447
(Commission File Number)

74-0694415
(IRS Employer
Identification No.)

**1111 Louisiana
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 207-1111**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the annual meeting of the shareholders of CenterPoint Energy, Inc. ("CenterPoint Energy") held on April 22, 2010, the matters voted upon and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below.

The following nominees for directors were elected to serve one-year terms expiring at the 2011 annual meeting of shareholders:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
Donald R. Campbell	279,887,167	2,624,380	708,513	50,318,615
Milton Carroll	277,174,308	5,288,128	757,624	50,318,615
Derrill Cody	278,983,419	3,475,331	761,310	50,318,615
Michael P. Johnson	278,669,943	3,793,550	756,567	50,318,615
David M. McClanahan	280,573,339	2,162,809	483,912	50,318,615
Robert T. O'Connell	279,228,338	3,237,407	754,315	50,318,615
Susan O. Rheney	280,459,403	2,049,660	710,997	50,318,615
R. A. Walker	280,190,831	2,281,711	747,518	50,318,615
Peter S. Wareing	280,041,246	2,383,019	795,795	50,318,615

The appointment of Deloitte & Touche LLP as independent registered public accountants for CenterPoint Energy for 2010 was ratified:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
329,921,297	2,947,923	669,454	0

ITEM 8.01. OTHER EVENTS.

On April 22, 2010, the Board of Directors of CenterPoint Energy authorized CenterPoint Energy to provide to Milton Carroll, CenterPoint Energy's non-executive Chairman of the Board of Directors, certain compensation arrangements. The compensation arrangements are summarized in Exhibit 10.1 attached to this report and incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The exhibit listed below is filed pursuant to Item 8.01 of this Form 8-K.

(d) Exhibits.

10.1 Summary of certain compensation arrangements of Milton Carroll, Non-Executive Chairman of the Board of Directors of CenterPoint Energy.

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.

CENTERPOINT ENERGY, INC.

Date: April 28, 2010

By: /s/ Walter L. Fitzgerald

Walter L. Fitzgerald

Senior Vice President and Chief Accounting Officer

EXHIBIT INDEX

**EXHIBIT
NUMBER**

EXHIBIT DESCRIPTION

10.1

Summary of certain compensation arrangements of Milton Carroll, Non-Executive Chairman of the Board of Directors of CenterPoint Energy.

CenterPoint Energy, Inc.
Summary of Certain Compensation Arrangements
of the Non-Executive Chairman of the Board

The following is a summary of certain compensation arrangements of Milton Carroll, the non-executive chairman of the board of directors of CenterPoint Energy, Inc. (the "Company"), effective April 22, 2010. Such compensation arrangements are in addition to the normal retainers paid to directors and committee chairmen of the Company's board of directors (which Milton Carroll shall continue to receive while a non-employee director). For additional information regarding the compensation of the non-employee directors, please read the definitive proxy statement relating to the Company's 2010 annual meeting of shareholders filed pursuant to Regulation 14A.

- Supplemental retainer of \$30,000 per month, payable on the last day of each month, commencing on June 30, 2010 and continuing each month thereafter until the earlier of May 31, 2013 or the termination of Milton Carroll's service as non-executive Chairman of the Board (the "Payment Period");
- Additional cash awards during the Payment Period on June 1, 2010, June 1, 2011 and June 1, 2012 (each such award, a "Cash Award") in an amount equal to the product of (i) 25,000 and (ii) the closing sales price per share of the Company's common stock, par value \$0.01 per share, together with any related preferred share purchase rights (the "Common Stock"), on the consolidated transaction reporting system for the New York Stock Exchange on the respective award date or if there have been no such sales so reported on that date, on the date immediately preceding the respective award date on which such a sale was so reported;
- An option, on or prior to the award date of a Cash Award during the Payment Period, to receive 25,000 fully vested shares of Common Stock in lieu of any Cash Award (subject to the holding period and resale restrictions contained in Rule 144 under the Securities Act of 1933, as amended); and
- Certain administrative support during the Payment Period including (a) an office at the Company's Houston headquarters and (b) a full-time executive assistant.