STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   ORTENSTONE SUSAN B
   1111 LOUISIANA
   HOUSTON TX 77002

2. Issuer Name and Ticker or Trading Symbol
   CENTERPOINT ENERGY INC [ CNP ]

3. Date of Earliest Transaction (Month/Day/Year)
   02/21/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   X 10% Owner
   X Officer (give title below)
   SVP and Chief HR Officer
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/21/2020</td>
<td></td>
<td>F</td>
<td>1,443(1)</td>
<td>$25.7</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td>61,242(2)</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4) (I) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**
1. Shares withheld for taxes upon vesting of time-based restricted stock units.
2. (i) 5,836 time-based restricted stock units (“RSUs”) previously awarded under the Issuer’s Long-term Incentive Plan (the “Plan”) and vesting in February 2021, (ii) 7,087 RSUs previously awarded under the Plan and vesting in February 2023. The above awards shall vest (i) if the Reporting Person continues to be an employee of Issuer from grant date through vesting date and (ii) in the event of her disability or death. Also, the above awards shall vest on a pro-rata basis in the event of her retirement unless she satisfies various conditions for full vesting.

**Remarks:**

Vincent A. Mercaldi, Attorney-in-Fact
02/25/2020

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).


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.