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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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CENTERPOINT ENERGY, INC.  
(Exact name of registrant as specified in its charter)  
D/B/A RELIANT ENERGY, INCORPORATED

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TEXAS  
(State or other jurisdiction of  
incorporation or organization)

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

1111 LOUISIANA  
HOUSTON, TEXAS  
(Address of principal executive offices)

77002  
(Zip Code)

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EMPLOYEE STOCK OPTIONS ASSUMED BY  
HOUSTON LIGHTING & POWER COMPANY (TO BE RENAMED  
HOUSTON INDUSTRIES INCORPORATED) PURSUANT TO THE  
AGREEMENT AND PLAN OF MERGER DATED AS OF AUGUST 11, 1996,  
AS AMENDED, BY AND AMONG HOUSTON INDUSTRIES INCORPORATED,  
HOUSTON LIGHTING & POWER COMPANY,  
HI MERGER, INC. AND NORAM ENERGY CORP.  
(Full title of the plan)

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Rufus S. Scott  
Assistant Corporate Secretary  
1111 Louisiana  
Houston, Texas 77002  
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (713) 207-3000

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This Post-Effective Amendment to the Registration Statement on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by the Registrant, the successor to Reliant Energy, Incorporated (formerly Houston Industries Incorporated), a Texas corporation, following a merger to effect a holding company reorganization effective as of August 31, 2002. The Registrant hereby expressly adopts the Registration Statement of Reliant Energy on Form S-8 (Registration No. 333-32413) as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended, and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep this Registration Statement from being misleading in any material respect.

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## INTRODUCTORY STATEMENT

Effective August 31, 2002, pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among Reliant Energy, Incorporated ("Reliant Energy"), Reliant Energy MergerCo, Inc. ("MergerCo") and CenterPoint Energy, Inc. ("CenterPoint Energy" or "Registrant"), MergerCo merged into Reliant Energy, as a result of which the outstanding shares of common stock, without par value, of Reliant Energy were exchanged automatically on a share-for-share basis for shares of common stock, par value \$0.01 per share, of CenterPoint Energy, and Reliant Energy became a subsidiary of CenterPoint Energy.

Pursuant to the Merger Agreement, the unexpired employee stock options assumed by Reliant Energy pursuant to the Agreement and Plan of Merger dated as of August 11, 1996, as amended, by and among Houston Industries Incorporated, Houston Lighting & Power Company, HIMERger, Inc., and NorAm Energy Corp. (the "NorAm Merger Agreement") were assumed by CenterPoint Energy. Accordingly, all stock issued pursuant to unexpired employee stock options assumed by Reliant Energy pursuant to the NorAm Merger Agreement will be shares of the common stock of CenterPoint Energy rather than shares of the common stock of Reliant Energy.

The applicable registration fees were paid at the time of the original filing of this Registration Statement.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Post-Effective Amendment to Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by Reliant Energy (File No. 1-3187) or CenterPoint Energy pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or as otherwise indicated, are hereby incorporated in this Registration Statement by reference:

- (1) CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- (2) CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (3) Reliant Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by Reliant Energy's Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2001, as filed on July 5, 2002;
- (4) Reliant Energy's Quarterly Report on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (5) Reliant Energy's Current Reports on Form 8-K filed with the SEC on January 11, 2002, March 6, 2002, April 8, 2002, July 5, 2002 and July 15, 2002;
- (6) Item 5 of Reliant Energy's Current Reports on Form 8-K filed with the SEC on February 5, 2002, March 15, 2002, April 29, 2002, July 25, 2002 and August 1, 2002; and
- (7) CenterPoint Energy's Current Report on Form 8-K filed with the SEC on September 3, 2002, which includes a description of CenterPoint Energy's common stock and associated rights to purchase its Series A preferred stock.

All documents filed with the Commission by CenterPoint Energy pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment to Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment to Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. 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 Registrant's Amended and Restated Bylaws provide the Registrant 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 Registrant 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 Registrant's Amended and Restated Articles of Incorporation provides that a director of the Registrant is not liable to the Registrant 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 Registrant or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to the Registrant 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 Registrant existing at the time of the repeal or modification.

See "Item 9. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

SEC File or Exhibit Report or Registration Registration Exhibit Number Document Description Statement Number Reference -- ----- ----- ----- -----	
----- 4.1* -	Amended and Restated Articles of Registration Statement 333-69502 3.1
	Incorporation of CenterPoint Energy, Inc. on Form S-4 of CenterPoint Energy, Inc.
4.2* -	Articles of Amendment to the Amended and Form 10-K of

CenterPoint

333-69502

3.1.1

Restated

Articles of  
Incorporation  
of Energy,  
Inc. for the  
CenterPoint  
Energy, Inc.

year ended

December 31,

2001 4.3\* -

Amended and

Restated

Bylaws of

Form 10-K of

CenterPoint

333-69502

3.2

CenterPoint

Energy, Inc.

Energy, Inc.

for the year

ended

December 31,

2001 4.4\* -

Rights

Agreement

between

CenterPoint

Form 10-K of

CenterPoint

333-69502

4.2 Energy,

Inc. and

JPMorgan

Chase Bank,

as Energy,

Inc. for the

Rights Agent

year ended

December 31,

2001 II-2

4.5\* -

Statement of

Resolution

Establishing

Form 10-K of

CenterPoint

333-69502

3.3 Series

of Shares

designated

Series A

Energy, Inc.

for the

Preferred

Stock and

Form of

Rights year

ended

December 31,

Certificate

2001 4.6\* -

Agreement

and Plan of

Merger among

Combined

Form 8-K of

1-3187 2

Houston

Industries

Incorporated,

HI Houston

Industries

1-7629

Merger, Inc.

and NorAm

Energy Corp.

dated  
Incorporated  
and Houston  
as of August  
11, 1996  
Lighting &  
Power  
Company  
dated August  
11, 1996  
4.7\* -  
Amendment to  
Agreement  
and Plan of  
Merger  
Registration  
Statement  
333-11329  
2(c) among  
Houston  
Industries  
Incorporated,  
HI on Form  
S-4 of  
Houston  
Merger, Inc.  
and NorAm  
Energy Corp.  
dated  
Industries  
Incorporated  
as of  
October 23,  
1996 4.8\*\* -  
NorAm Energy  
Corp. 1994  
Incentive  
Equity Plan  
4.9\* - First  
Amendment to  
NorAm Energy  
Corp. Form  
10-Q of  
Reliant 1-  
1387 10.5  
1994  
Incentive  
Equity Plan,  
effective  
Energy,  
Incorporated  
for January  
1, 2001  
quarter  
ended June  
30, 2002 5 -  
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)

- - - - -  
\* Incorporated herein by reference as indicated.  
\*\* Previously filed.

ITEM 9. 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;

(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;

(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 the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities 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 Securities 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-8 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 ----
/s/ R. Steve Letbetter ----- R. Steve Letbetter	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	September 6, 2002
/s/ Mark M. Jacobs ----- Mark M. Jacobs	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 6, 2002
/s/ James S. Brian ----- James S. Brian	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 6, 2002
/s/ Milton Carroll ----- Milton Carroll	Director	September 6, 2002
/s/ John T. Cater ----- John T. Cater	Director	September 6, 2002

/s/ O. Holcombe Crosswell Director

September 6, 2002

-----  
O. Holcombe Crosswell

/s/ Robert J. Cruikshank Director

September 6, 2002

-----  
Robert J. Cruikshank

/s/ T. Milton Honea Director

September 6, 2002

-----  
T. Milton Honea

/s/ Laree E. Perez Director

September 6, 2002

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Laree E. Perez

INDEX TO EXHIBITS

SEC File or  
Exhibit  
Report or  
Registration  
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Exhibit  
Number  
Document  
Description  
Statement  
Number  
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L.L.P. 23.1  
- Consent of  
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Touche LLP  
23.2 -  
Consent of  
Baker Botts  
L.L.P.  
(included in  
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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-8 (Registration No. 333-32413) 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 "Act"), relating to employee stock options (the "Options") to be assumed by the Company pursuant to Section 5.1 of the Agreement and Plan of Merger dated as of October 19, 2001 (the "Merger Agreement") by and among Reliant Energy, Incorporated, a Texas corporation, Reliant Energy MergerCo, a Texas corporation, and the Company, which had previously been assumed by Houston Lighting & Power Company, a Texas corporation ("HL&P"), pursuant to Section 5.11 of the Agreement and Plan of Merger dated as of August 11, 1996, as amended (the "NorAm Merger Agreement"), by and among Houston Industries Incorporated, a Texas corporation, HI Merger, Inc., a Delaware corporation, and NorAm Energy Corp., a Delaware corporation ("NorAm"), and up to 1,003,717 shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock") and associated rights to purchase Series A Preferred Stock, par value \$0.01 per share, of the Company (the "Rights") to be issued from time to time upon exercise thereof following such assumption, certain legal matters in connection with the Options, the Common Stock and the Rights are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5 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 the Amended and Restated Bylaws of the Company, each as amended to date, the Merger Agreement, the NorAm Merger Agreement, 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 the 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 and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials 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 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. We have also assumed that, prior to their assumption by HL&P, the Options were duly authorized by all necessary corporate action on the part of Noram and validly issued.

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 Options, upon assumption by the Company upon the effectiveness of the merger of the Company's subsidiary with and into Reliant Energy, Incorporated (the "Merger") as provided in the Merger Agreement, will be duly authorized by all requisite corporate action on the part of the Company and validly issued.
3. The shares of Common Stock issuable upon exercise of the Options (the "Shares") have been duly authorized by all requisite corporate action on the part of the Company and when issued and sold from time to time, following assumption by the Company upon the effectiveness of the Merger as provided in the Merger Agreement, upon exercise of the Options and payment therefor as provided therein, such Shares will be validly issued, fully paid and nonassessable.
4. 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 following the effectiveness of the Merger in accordance with the terms of the Rights Agreement, the Rights associated with the Shares will be validly issued.

The opinion set forth in paragraph 4 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.

This opinion is limited to the original issuance of Shares and Rights by the Company and does not cover shares of Common Stock and related Rights delivered by the Company out of shares and related Rights reacquired by it.

We are members of the Texas Bar and 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 to the Post-Effective Amendment. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission 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. 333-32413 of CenterPoint Energy, Inc. on Form S-8 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