

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

RELIANT ENERGY, INCORPORATED

(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)
1111 LOUISIANA
HOUSTON, TEXAS
(Address of principal executive
offices)

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

77002
(Zip Code)

RELIANT ENERGY, INCORPORATED
1994 LONG-TERM INCENTIVE COMPENSATION PLAN
(Full title of the plan)

Hugh Rice Kelly
Executive Vice President, General Counsel and 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

CALCULATION OF REGISTRATION FEE

PROPOSED OFFERING	PROPOSED REGISTRATION TO BE REGISTERED	PROPOSED MAXIMUM	PROPOSED MAXIMUM REGISTERED PER SHARE	OFFERING REGISTERED	AGGREGATE AMOUNT	OF TITLE OF SECURITIES	AMOUNT TO BE PRICE
Common Stock, without	10,000,000 shares	\$10.73	\$107,300,000	\$9,871.60			
Preference Stock Purchase Rights	10,000,000 rights	(3)	(3)	(3)			

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) based upon the average of the high and low prices of the Common Stock of Reliant Energy, Incorporated as reported on The New York Stock Exchange Composite Tape on August 9, 2002.
- (2) Each share of Common Stock to be registered includes one associated Preference Stock Purchase Right.
- (3) No separate consideration is payable for the Preference Stock Purchase Rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.

INTRODUCTORY STATEMENT

Reliant Energy, Incorporated (the "Registrant" or the "Company") is filing this Registration Statement on Form S-8 relating to its common stock, without par value, and associated rights to purchase its Series A preference stock, without par value (such common stock and associated rights are collectively referred to in this Registration Statement as the "Common Stock"), issuable pursuant to the terms of the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan.

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 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 the Company (File No. 1-3187) 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) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by the Company's Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2001, as filed with the Commission on July 5, 2002;
- (2) the Company's Current Report on Form 8-K dated December 18, 2001, as filed with the Commission on January 11, 2002;
- (3) Item 5 of the Company's Current Report on Form 8-K dated February 5, 2002, as filed with the Commission on February 5, 2002;
- (4) the Company's Current Report on Form 8-K dated March 5, 2002, as filed with the Commission on March 6, 2002;
- (5) Item 5 of the Company's Current Report on Form 8-K dated March 15, 2002, as filed with the Commission on March 15, 2002;
- (6) the Company's Current Report on Form 8-K dated April 5, 2002, as filed with the Commission on April 8, 2002;
- (7) Item 5 of the Company's Current Report on Form 8-K dated April 29, 2002, as filed with the Commission on April 29, 2002;
- (8) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2002;
- (9) the Company's Current Report on Form 8-K dated July 5, 2002, as filed with the Commission on July 5, 2002;
- (10) the Company's Current Report on Form 8-K dated July 12, 2002, as filed with the Commission on July 15, 2002;
- (11) Item 5 of the Company's Current Report on Form 8-K dated July 25, 2002, as filed with the Commission on July 25, 2002;
- (12) Item 5 of the Company's Current Report on Form 8-K dated July 31, 2002, as filed with the Commission on August 1, 2002;
- (13) the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002; and
- (14) the description of the Common Stock contained in Exhibit 99(b) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2000 filed for the purpose of updating the description of the Common Stock contained in Item 4 of the Company's registration statement on Form 8-B, as filed with the SEC on July 30, 1997 under a prior name, Houston Lighting & Power Company.

All documents filed with the Commission by the Company pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement 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 in this Registration Statement 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 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 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 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 Restated Articles of Incorporation provides that a director of the Company is not liable to the Company or its shareholders 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) breaches of such director's duty of loyalty to the Company or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) transactions from which a director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) acts or omissions for which liability is specifically provided for by statute, and (v) acts relating to unlawful stock repurchases or payments of dividends.

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 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:

Report or
SEC File or
Exhibit
Registration
Registration
Exhibit
Number
Document
Description
Statement
Number
Reference -

--- 4.1* --
Restated
Articles of
Incorporation
of Form 10-K
for the 1-
3187 3(a)
the Company
(restated as
of September
year ended
1997)

December 31,
1997 4.2* --
Amendment to
the

Company's
Restated
Form 10-Q
for the 1-
3187 3(b)
Articles of
Incorporation
(as of May
5, quarter
ended 1999)

March 31,
1999 4.3* --
Amended and
Restated
Bylaws of
the Form 10-
Q for the 1-
3187 3

Company
(adopted on
May 3, 2000)
quarter
ended March
31, 2000

4.4* -- Form
of Amended
and Restated
Rights

Registration
333-11329
4(b)(1)
Agreement
dated August
6, 1997
between
Statement on
the Company
and Chase
Bank of

Texas, Form
S-4 National
Association,
as Rights
Agent,
including
Form of
Statement of
Resolution
Establishing
Series of
Shares
designated
Series A
Preference
Stock and
Form of
Rights
Certificate
4.5* --
Amendment
No. 1 to
Rights
Agreement,
Form 10-Q
for the 1-
3187 4 dated
as of May 8,
2000,
between the
quarter
ended
Company and
Chase Bank
of Texas,
March 31,
2000
National
Association,
as Rights
Agent 4.6* -
- Reliant
Energy,
Incorporated
1994 Form
10-Q for the
1-3187 10.6
Long-Term
Incentive
Compensation
Plan quarter
ended (the
"Plan") June
30, 2002
4.7* -- Form
of Stock
Option
Agreement
for Form 10-
Q for the 1-
3187 10.7
non-
qualified
options
granted
under the
quarter
ended Plan
June 30,
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 --
Power of
Attorney
(included on
the
signature
page to this
Registration
Statement)

- -----
* Incorporated herein by reference as indicated.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on August 14, 2002.

RELIANT ENERGY, INCORPORATED
(Registrant)

By: /s/ R. Steve Letbetter

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Steve Letbetter, Mark M. Jacobs, Hugh Rice Kelly, David M. McClanahan and Scott E. Rozzell, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature
Title Date -

Chairman,
President,
Chief August
14, 2002 /s/
R. Steve
Letbetter
Executive
Officer and

--- Director
(Principal
(R. Steve
Letbetter)
Executive
Officer and
Director)
Executive
Vice
President
August 14,
2002 /s/
Mark M.
Jacobs and
Chief
Financial
Officer - --

(Principal
Financial
(Mark M.
Jacobs)
Officer)
Senior Vice
President
and August
14, 2002 /s/
Mary P.
Ricciardello
Chief
Accounting
Officer - - -

(Principal
Accounting
(Mary P.
Ricciardello)
Officer)

Signature
Title Date

/s/ Milton
Carroll
Director
August 14,
2002 - ---

-- (Milton
Carroll)
/s/ John
T. Cater
Director
August 14,
2002 - ---

-- (John
T. Cater)
/s/ O.
Holcombe
Crosswell
Director
August 14,
2002 - ---

-- (O.
Holcombe
Crosswell)
/s/ Robert
J.
Cruikshank
Director
August 14,
2002 - ---

-- (Robert
J.
Cruikshank)
/s/ T.
Milton
Honea
Director
August 14,
2002 - ---

-- (T.
Milton
Honea) /s/
Laree E.
Perez
Director
August 14,
2002 - ---

-- (Laree
E. Perez)

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Power of
Attorney
(included on
the
signature
page to this
Registration
Statement)

- - - - -

* Incorporated herein by reference as indicated.

[Letterhead of Baker Botts L.L.P.]

August 14, 2002

Reliant Energy, Incorporated
1111 Louisiana
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Reliant Energy, Incorporated, a Texas corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to up to 10,000,000 shares (the "Shares") of common stock, without par value, of the Company (the "Common Stock") and associated rights to purchase Series A Preference Stock, without par value, of the Company (the "Rights"), which may be offered and sold from time to time pursuant to the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan (the "Plan") certain legal matters in connection with the Shares subject to original issuance by the Company and the Rights associated therewith are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement. 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.

In our capacity as your counsel in the connection referred to above, we have examined the Company's Restated Articles of Incorporation and Amended and Restated Bylaws, each as amended to date, and the Amended and Restated Rights Agreement, dated as of August 6, 1997, between the Company and JPMorgan Chase Bank (as successor to The Chase Manhattan Bank), as Rights Agent (as amended, the "Rights Agreement") 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 incorporated and validly existing in good standing under the laws of the State of Texas.

2. In the case of Shares originally issued by the Company pursuant to the provisions of the Plan following due authorization of a particular award thereunder by a duly constituted and authorized committee of the Board of Directors of the Company as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of stock award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and authorized committee thereof as provided therein, and, in the case of stock options, the exercise price thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

3. The issuance of the Rights associated with the Shares referred to in paragraph 2 above 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 in paragraph 2 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 stockholders.

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 the laws of the State of Texas as in effect on the date hereof.

Very truly yours,

BAKER BOTTS L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Reliant Energy, Incorporated 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 the method for accounting for derivatives and hedging activities), appearing in Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001.

DELOITTE & TOUCHE LLP

Houston, Texas
August 14, 2002