

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): November 8, 2004

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))

ITEM 8.01 OTHER EVENTS.

Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated by reference herein, includes unaudited pro forma condensed consolidated financial statements prepared to reflect the effect of CenterPoint Energy, Inc.'s sale of its interest in Texas Genco Holdings, Inc.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 Unaudited Pro Forma Condensed Consolidated Financial Statements

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: November 8, 2004

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number -----	Exhibit Description -----
99.1	Unaudited Pro Forma Condensed Consolidated Financial Statements

INTRODUCTION TO UNAUDITED PRO FORMA CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS

On July 21, 2004, CenterPoint Energy, Inc. (the Company or CenterPoint Energy) and Texas Genco Holdings, Inc. (Texas Genco) entered into a definitive transaction agreement pursuant to which Texas Genco has agreed to be acquired in a multi-step transaction by GC Power Acquisition LLC (GC Power Acquisition), a newly formed entity owned in equal parts by investment funds affiliated with The Blackstone Group, Hellman & Friedman LLC, Kohlberg, Kravis Roberts & Co. L.P. and Texas Pacific Group, for approximately \$3.65 billion in cash.

The Company intends to use the anticipated net after-tax proceeds it will receive from the transaction of approximately \$2.5 billion primarily to pay down outstanding debt, including senior debt under its bank credit facility that is secured in part by the Company's 81% ownership interest in Texas Genco, and for other general corporate purposes, including additional pension contributions.

The following unaudited pro forma condensed consolidated balance sheet has been prepared to reflect the effect of the sale of Texas Genco as described above on the CenterPoint Energy financial statements as if the sale had occurred on June 30, 2004. The following unaudited pro forma condensed consolidated financial statements of income for each of the three years in the period ended December 31, 2003 and the six months ended June 30, 2004 have been prepared to reflect the transaction as of the beginning of the earliest period presented.

The unaudited pro forma condensed consolidated financial statements do not purport to present CenterPoint Energy's actual results of operations as if the transaction described above had occurred at the beginning of each period, as applicable, nor are they necessarily indicative of CenterPoint Energy's financial position or results of operations that may be achieved in the future.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with CenterPoint Energy's consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Annual Report on Form 10-K of CenterPoint Energy for the year ended December 31, 2003, and the Quarterly Reports on Form 10-Q of CenterPoint Energy for the quarterly periods ended March 31, 2004 and June 30, 2004.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
JUNE 30, 2004

	CENTERPOINT ENERGY, INC. HISTORICAL BALANCE	TEXAS GENCO HOLDINGS, INC.	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
	(IN MILLIONS)			
Cash and cash equivalents.....	\$ 281	\$ 185	\$ 1,543(b)	\$ 1,639
Investment in Time Warner common stock.....	380	--	--	380
Accounts and notes receivable, net.....	701	107	14(a)	608
Inventories.....	378	168	--	210
Prepaid expenses and other current assets.....	290	3	37(a)	324
Total current assets.....	2,030	463	1,594	3,161
Property, plant and equipment, net.....	11,795	4,094	399(b)	8,100
Goodwill, net.....	1,741	--	--	1,741
Regulatory assets.....	4,959	--	--	4,959
Other assets.....	627	222	--	405
Total other assets.....	7,327	222	--	7,105
Total Assets.....	\$ 21,152	\$ 4,779	\$ 1,993	\$ 18,366
Current portion of long-term debt.....	\$ 208	\$ --	\$ --	\$ 208
Indexed debt securities derivative.....	312	--	--	312
Accounts payable.....	606	157	14(a)	463
Taxes and interest accrued.....	305	62	37(a)	280
Regulatory liabilities.....	192	--	--	192
Accumulated deferred income taxes.....	347	--	--	347
Deferred revenues.....	114	110	--	4
Other current liabilities.....	291	14	--	277
Total current liabilities.....	2,375	343	51	2,083
Accumulated deferred income taxes and investment tax credit.....	3,272	981	174(b)	2,465
Benefit obligations.....	876	21	--	855
Regulatory liabilities.....	1,254	--	--	1,254
Other liabilities.....	709	300	--	409
Total other liabilities.....	6,111	1,302	174	4,983
Long-term Debt.....	10,601	--	(915)(b)	9,686
Minority Interest in Consolidated Subsidiaries.....	198	--	(198)(b)	--
Shareholders' Equity.....	1,867	3,134	2,881(b)	1,614
Total Liabilities and Shareholders' Equity.....	\$ 21,152	\$ 4,779	\$ 1,993	\$ 18,366

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
FOR THE SIX MONTHS ENDED JUNE 30, 2004

	CENTERPOINT ENERGY, INC. HISTORICAL BALANCE	TEXAS GENCO HOLDINGS, INC.	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
	(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)			
Revenues.....	\$ 5,200	\$ 992	\$ 17(a)	\$ 4,225
Expenses:				
Fuel and cost of gas sold.....	3,207	450	16(a)	2,773
Purchased power.....	26	26	--	--
Operation and maintenance.....	802	200	11(a)(d)	613
Depreciation and amortization.....	317	81	--	236
Taxes other than income taxes.....	205	25	--	180
Total	4,557	782	27	3,802
Operating Income.....	643	210	(10)	423
Other (Expense) Income:				
Interest and other finance charges.....	(415)	--	23(c)	(392)
Other, net.....	18	2	--	16
Total	(397)	2	23	(376)
Income from Continuing Operations before				
Income Taxes and Minority Interest.....	246	212	13	47
Income tax expense	(88)	(71)	(5)(c)(d)	(22)
Minority interest	(27)	--	27(b)	--
Income from Continuing Operations.....	\$ 131	\$ 141	\$ 35	\$ 25
Basic Earnings Per Share.....	\$ 0.43			\$ 0.08
Weighted Average Common Shares Outstanding.....	306,631,000			306,631,000
Diluted Earnings Per Share.....	\$ 0.42			\$ 0.08
Diluted Weighted Average Common Shares Outstanding.....	308,977,000			308,977,000

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
FOR THE YEAR ENDED DECEMBER 31, 2003

	CENTERPOINT ENERGY, INC. HISTORICAL BALANCE	TEXAS GENCO HOLDINGS, INC.	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)				
Revenues.....	\$ 9,760	\$ 2,002	\$ 32(a)	\$ 7,790
Expenses:				
Fuel and cost of gas sold.....	5,367	1,098	29(a)	4,298
Purchased power.....	73	73	--	--
Operation and maintenance.....	1,716	412	30(a)(d)	1,334
Depreciation and amortization.....	625	159	--	466
Taxes other than income.....	375	38	--	337
Total	8,156	1,780	59	6,435
Operating Income.....	1,604	222	(27)	1,355
Other (Expense) Income:				
Interest and other finance charges...	(934)	(2)	191(a)(c)	(741)
Other, net.....	(5)	2	7(a)	--
Total	(939)	--	198	(741)
Income from Continuing Operations before Income Taxes and Minority Interest.....	665	222	171	614
Income tax expense.....	(216)	(71)	(60)(c)(d)	(205)
Minority interest.....	(29)	--	29(b)	--
Income from Continuing Operations.....	\$ 420	\$ 151	\$ 140	\$ 409
Basic Earnings Per Share.....	\$ 1.38			\$ 1.35
Weighted Average Common Shares Outstanding.....	303,867,000			303,867,000
Diluted Earnings Per Share.....	\$ 1.37			\$ 1.34
Diluted Weighted Average Common Shares Outstanding.....	306,220,000			306,220,000

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
FOR THE YEAR ENDED DECEMBER 31, 2002

	CENTERPOINT ENERGY, INC. HISTORICAL BALANCE	TEXAS GENCO HOLDINGS, INC.	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)				
Revenues.....	\$ 7,898	\$ 1,541	\$ 81(a)	\$ 6,438
Expenses:				
Fuel and cost of gas sold.....	3,865	990	79(a)	2,954
Purchased power.....	94	94	--	--
Operation and maintenance.....	1,605	391	28(a)(d)	1,242
Depreciation and amortization.....	614	156	--	458
Taxes other than income.....	387	43	--	344
Total	6,565	1,674	107	4,998
Operating Income (Loss).....	1,333	(133)	(26)	1,440
Other (Expense) Income:				
Interest and other finance charges...	(764)	(26)	26(a)(c)	(712)
Other, net.....	(2)	3	31(a)	26
Total	(766)	(23)	57	(686)
Income (Loss) from Continuing Operations before Income Taxes.....	567	(156)	31	754
Income tax benefit (expense).....	(198)	63	(11)(c)(d)	(272)
Income (Loss) from Continuing Operations.....	\$ 369	\$ (93)	\$ 20	\$ 482
Basic Earnings Per Share.....	\$ 1.24			\$ 1.62
Weighted Average Common Shares Outstanding.....	297,997,000			297,997,000
Diluted Earnings Per Share.....	\$ 1.23			\$ 1.61
Diluted Weighted Average Common Shares Outstanding.....	299,644,000			299,644,000

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
FOR THE YEAR ENDED DECEMBER 31, 2001

	CENTERPOINT ENERGY, INC. HISTORICAL BALANCE	TEXAS GENCO HOLDINGS, INC.	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)				
Revenues.....	\$ 10,559	\$ 3,411	\$ --	\$ 7,148
Expenses:				
Fuel and cost of gas sold.....	5,085	1,304	--	3,781
Purchased power.....	1,223	1,223	--	--
Operation and maintenance.....	1,754	402	22(d)	1,374
Depreciation and amortization.....	663	154	--	509
Taxes other than income.....	510	63	--	447
Total	9,235	3,146	22	6,111
Operating Income.....	1,324	265	(22)	1,037
Other (Expense) Income:				
Interest and other finance charges...	(607)	(65)	(1)(a)	(543)
Other, net.....	40	2	1(a)	39
Total	(567)	(63)	--	(504)
Income from Continuing Operations before Income Taxes.....	757	202	(22)	533
Income tax expense.....	(258)	(74)	8(d)	(176)
Income from Continuing Operations.....	\$ 499	\$ 128	\$ (14)	\$ 357
Basic Earnings Per Share.....	\$ 1.72			\$ 1.23
Weighted Average Common Shares Outstanding.....	289,776,000			289,776,000
Diluted Earnings Per Share.....	\$ 1.71			\$ 1.22
Diluted Weighted Average Common Shares Outstanding.....	292,193,000			292,193,000

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (a) Represents previously eliminated intercompany transactions.
- (b) Reflects net proceeds of \$2.5 billion from the sale of Texas Genco and the corresponding paydown of \$915 million of term loan debt. Also reflects the elimination of the minority interest in Texas Genco as a result of the sale of Texas Genco. In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," CenterPoint Energy recorded an impairment loss of \$253 million in connection with the sale transaction, representing the excess of the carrying amount of its investment in Texas Genco over the net proceeds to be received. The Company had previously recorded an impairment of its investment in Texas Genco of \$399 million in connection with the distribution of 19% of Texas Genco's outstanding shares of common stock to its shareholders in January 2003.
- (c) In accordance with Emerging Issues Task Force Issue No. 87-24 "Allocation of Interest to Discontinued Operations", the Company has reclassified interest to discontinued operations of Texas Genco based on net proceeds to be received from the sale of Texas Genco of \$2.5 billion, and has applied the proceeds to the amount of debt assumed to be paid down in each respective period according to the terms of the respective credit facilities in effect for those periods. In periods where only the term loan was assumed to be repaid, the actual interest paid was reclassified. In periods where a portion of the revolver was assumed to be repaid, the percentage of that portion of the revolver to the total outstanding balance was calculated, and that percentage was applied to the actual interest paid in those periods. Interest expense of \$58 million, \$198 million and \$23 million was reclassified to discontinued operations of Texas Genco in 2002, 2003 and the six months ended June 30, 2004, respectively. The Company intends to use the remainder of the proceeds for other general corporate purposes, including further pension contributions, and is currently evaluating its alternatives.
- (d) General corporate overhead previously allocated to Texas Genco from the Company, which will not be eliminated by the sale of Texas Genco, has been reflected as general corporate overhead of CenterPoint Energy in income from continuing operations. The amounts reclassified were \$22 million, \$27 million and \$27 million for 2001, 2002 and 2003, respectively and \$10 million for the six months ended June 30, 2004.