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: 
   Prochazka Scott M
   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): 
   12/02/2019

4. If Amendment, Date of Original Filed: 
   None

5. Relationship of Reporting Person(s) to Issuer: 
   X Director 10% Owner
   X Officer (give title below)  Other (specify below)
   President & CEO

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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/02/2019</td>
<td>S</td>
<td>D</td>
<td>$24.5(2)</td>
<td>D</td>
<td>By Savings Plan(3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>395,269(1)</td>
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</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
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Explanation of Responses:

1. The sale of shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The adoption of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on March 5, 2019.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $24.40 to $24.68, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. Total includes (i) 54,115 time-based restricted stock units (“RSUs”) previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2021, (ii) 61,515 RSUs previously awarded under the Plan and vesting in February 2022. The award to vest in 2020 shall vest if the Reporting Person continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in the event of his earlier retirement, disability or death. The above awards to vest in 2021 and 2022 shall vest on a pro-rata basis in the event of his retirement unless the event satisfies various conditions for full vesting.

4. Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

Remarks:

Vincent A. Mercaldi, Attorney-in-Fact  12/04/2019

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.