**Form 4**

**Name and Address of Reporting Person:**
CARROLL MILTON
1111 LOUISIANA
HOUSTON TX 77002

**Issuer Name and Ticker or Trading Symbol:**
CENTERPOINT ENERGY INC [ CNP ]

**Related Person Information:**
- **Relationship of Reporting Person(s) to Issuer:**
  - Director
  - Executive Chairman
  - Other (specify below)

**Date of Earliest Transaction (Month/Day/Year):**
02/19/2020

**Event of Ownership Change:**
- **Amount of Securities Beneficially Owned Following Transaction(s):**
  - 30,250
  - $26.43
  - 120,771

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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>Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/19/2020</td>
<td>A</td>
<td>30,250</td>
<td>$26.43</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>120,771</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

**Explanations of Responses:**
1. Time-based restricted stock units vesting (i) in February 2023 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (ii) in the event of his earlier disability or death; or (iii) on a pro-rata basis upon his earlier retirement unless he satisfies various conditions for full vesting.
2. Total includes (i) 22,873 time-based restricted stock units ("RSUs") awarded under Issuer's Long-Term Incentive Plan (the "Plan") and vesting in February 2026, (ii) 23,906 RSUs awarded under Plan and vesting in February 2022, and (iii) 23,742 RSUs awarded under Plan and vesting in February 2022. The award to vest in 2020 shall vest if Reporting Person continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his earlier retirement, disability or death. The awards to vest in 2021 and 2022 shall vest (i) if he satisfies conditions for full vesting, and (ii) on a pro-rata basis in event of his earlier retirement, disability or death. The awards to vest in 2021 and 2022 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his disability or death. Also, the awards to vest in 2021 and 2022 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

**Remarks:**

By Vincent A. Mercaldi, Attorney-in-Fact
**Signature of Reporting Person**
02/21/2020

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.