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): SEPTEMBER 15, 2003

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)

TEXAS	1-31447	74-0694415
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1111 LOUISIANA HOUSTON, TEXAS	77002
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (713) 207-1111

CENTERPOINT ENERGY RESOURCES CORP.
(Exact name of registrant as specified in its charter)

DELAWARE	1-13265	76-0511406
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1111 LOUISIANA HOUSTON, TEXAS	77002
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (713) 207-1111

ITEM 5. OTHER EVENTS.

On September 15, 2003, the Federal Energy Regulatory Commission ("FERC") issued a Show Cause Order to CenterPoint Energy Gas Transmission Company ("CEGT"), one of CenterPoint Energy Resources Corp.'s ("CERC") natural gas pipeline subsidiaries. CERC is a wholly owned subsidiary of CenterPoint Energy, Inc. ("CenterPoint Energy"). In its Show Cause Order, FERC contends that CEGT has failed to file with FERC and post on the internet certain information relating to negotiated rate contracts that CEGT had entered into pursuant to 1996 FERC orders. Those orders authorized CEGT to enter into negotiated rate contracts that deviate from the rates prescribed under its filed FERC tariffs. FERC also alleges that certain of the contracts contain provisions that CEGT was not authorized to negotiate under the terms of the 1996 orders.

FERC is requiring CEGT to file a response within 30 days explaining why its failure to post all of the non-conforming terms and conditions in its negotiated rate contracts did not violate Section 4 of the Natural Gas Act and would not warrant FERC: (i) suspending or revoking CEGT's authority to enter into negotiated rate contracts; (ii) requiring CEGT to file all negotiated rate contracts for preapproval before they become effective; and (iii) requiring CEGT to provide to all customers on its system the preferential non-conforming terms and conditions that were not reported. FERC may also require CEGT to implement a strict compliance plan to ensure that future non-conforming contracts are reported to FERC. In its Show Cause Order, FERC did not propose any fine or other monetary sanction for the alleged violations. At the time it issued its Show Cause Order, FERC also initiated proceedings to review certain pending contracts between CEGT and members of Arkansas Gas Consumers, Inc. which FERC alleged contain similar non-conforming provisions. In that order, FERC directed CEGT to modify those contracts and make additional filings regarding them to conform to its conclusions in the Show Cause Order, including making certain provisions available on a generally applicable basis, unless CEGT can provide an acceptable explanation of why such modifications and filings are not required.

FERC began authorizing pipelines to enter into negotiated rate contracts in 1996 in the face of a changing, more competitive natural gas industry. The contracts were intended to provide pipelines more flexibility in providing service to customers than traditional tariff services, such as by combining several tariff-based services under one contract instead of through multiple service arrangements.

CEGT believes that its past filings with the FERC conformed to FERC's filing requirements at the time the various contracts were negotiated and that it will be able to demonstrate to FERC that it has complied with the applicable policy in all material respects. The specific areas that could be negotiated were spelled out in the 1996 orders governing CEGT's negotiated rate contracts. At least a summary of terms was filed with and approved by FERC when each of the negotiated rate contracts now questioned by FERC was entered into. CEGT intends to cooperate fully with FERC and will comply with applicable FERC requirements for filing and posting information relating to those contracts. CEGT believes at this time that the ultimate resolution of this matter would not have a material adverse effect on the financial condition or results of operations of either CERC or CEGT. The negotiated rate contracts in question are a subset of all of the CEGT transportation agreements. Even if it were ultimately precluded from using negotiated rate contracts, CEGT would still be able to provide firm and interruptible transportation services to its customers under its existing tariff offerings.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Some of the statements in this report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "believes," "intends," "would," "will" or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- additional actions by FERC;
- changes in FERC orders, interpretations or rules; and
- unanticipated actions by the counterparties to the subject contracts.

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 CenterPoint Energy, Inc. external debt slides

ITEM 9. REGULATION FD DISCLOSURE.

A copy of slides presenting information about the external debt balances of CenterPoint Energy and its subsidiaries that CenterPoint Energy expects will be presented to various members of the financial and investment community from time to time is attached to this report as Exhibit 99.1.

The slides are being furnished, not filed, pursuant to Regulation FD. Accordingly, the slides will not be incorporated by reference into any registration statement filed by CenterPoint Energy or any of its subsidiaries under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the slides is not intended to, and does not, constitute a determination or admission that the information in the slides is material or complete, or that investors should consider this information before making an investment decision with respect to any security of CenterPoint Energy or any of its affiliates.

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: September 17, 2003

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

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 RESOURCES CORP.

Date: September 17, 2003

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

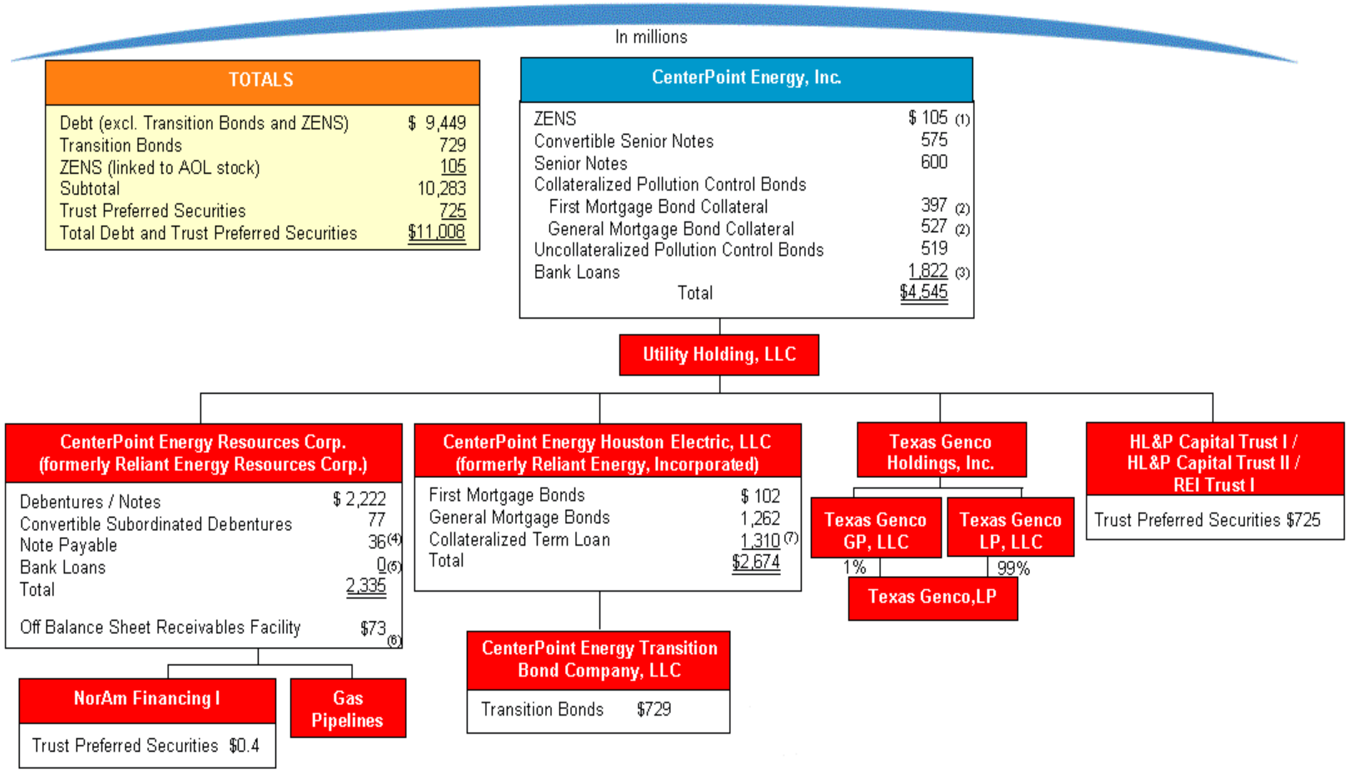
EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
99.1	CenterPoint Energy, Inc. external debt slides

EXHIBIT 99.1

Principal amount of external debt and trust preferred securities

As of September 9, 2003



(1) Principal amount on which 2% interest is paid is $840 million. Debt component is $105 million.

(2) The collateralized pollution control bonds aggregating $924 million are obligations of CenterPoint Energy, Inc. However, CenterPoint Energy Houston Electric, LLC has issued first mortgage bonds aggregating $397 million and general mortgage bonds aggregating $527 million as collateral for the CenterPoint Energy, Inc. obligations.

(3) Borrowings under $2.356 billion bank facility.

(4) Non-interest bearing obligation to a former affiliate related to monies previously advanced to CenterPoint Energy Resources Corp. by a third party and for which the former affiliate remains obligated. Payable in June 2005.

(5) Borrowings under $200 million bank facility.

(6) Advances under $100 million receivables facility; advances are not reflected as debt on the balance sheet.

(7) Loan is collateralized by general mortgage bonds.

Principal amount of external debt and trust preferred securities
As of September 9, 2003

CenterPoint Energy

CenterPoint Energy, Inc.

Security	Outstanding		Rate	Insurer	Maturity	Call Feature Date	Call Feature Price
ZENS	$840,356,382		(1)		09/15/29	Current	101
Convertible Senior Notes	$575,000,000		3.75%		05/15/23	05/15/08	100
Senior Notes	$200,000,000		5.875%		06/01/08	Current	(4)
Senior Notes	$200,000,000		6.85%		06/01/15	Current	(4)
Senior Notes	$200,000,000		7.25%		09/01/10	Current	(4)
Brazos River Authority Series 1992A	$43,820,000	(2)	6.70%	AMBAC	03/01/17	Current	101
Matagorda County Navigation District Number One Series 1992A	$56,095,000	(2)	6.70%	AMBAC	03/01/27	Current	101
Brazos River Authority Series 1992B	$33,470,000	(2)	6.375%	MBIA	04/01/12	Current	102
Gulf Coast Waste Disposal Authority 1992A	$12,100,000	(2)	6.375%	MBIA	04/01/12	Current	102
Brazos River Authority Series 1993	$83,565,000	(2)	5.60%	MBIA	12/01/17	12/01/03	102
Gulf Coast Waste Disposal Authority 1993	$16,600,000	(2)	4.90%	MBIA	12/01/03	NA	NA
Brazos River Authority Series 1995	$91,945,000	(2)	4.00%	MBIA	08/01/15	08/01/13	101
Matagorda County Navigation District Number One Series 1995	$58,905,000	(2)	4.00%	MBIA	10/15/15	10/15/13	101
Brazos River Authority Series 1997	$50,000,000	(3)	5.05%	AMBAC	11/01/18	NA	NA
Matagorda County Navigation District Number One Series 1997	$68,000,000	(3)	5.125%	AMBAC	11/01/28	NA	NA
Matagorda County Navigation District Number One Series 1998A	$29,685,000		5.25%	MBIA	11/01/29	11/01/08	102
Matagorda County Navigation District Number One Series 1998B	$75,000,000		5.15%	MBIA	11/01/29	11/01/08	102
Brazos River Authority Series 1998A	$100,000,000	(3)	5.125%	AMBAC	05/01/19	05/01/08	102
Brazos River Authority Series 1998B	$90,000,000	(3)	5.125%	AMBAC	11/01/20	11/01/08	102
Brazos River Authority Series 1998C	$100,000,000	(3)	5.125%	AMBAC	05/01/19	05/01/08	102
Brazos River Authority Series 1998D	$68,700,000		4.90%	MBIA	10/01/15	NA	NA
Gulf Coast Waste Disposal Authority 1999	$19,200,000	(3)	4.70%	AMBAC	01/01/11	NA	NA
Matagorda County Navigation District Number One Series 1999A	$100,000,000	(3)	5.25%	AMBAC	06/01/26	06/01/09	101
Brazos River Authority Series 1999A	$100,000,000		5.375%		04/01/19	04/01/09	101
Matagorda County Navigation District Number One Series 1999B	$70,315,000		5.95%		05/01/30	05/01/09	101
Brazos River Authority Series 1999B	$100,000,000		7.75%		12/01/18	04/10/08	102
Matagorda County Navigation District Number One Series 1999C	$75,000,000		8.00%		05/01/29	04/10/08	102
8.125% Trust Preferred, Series A	$250,000,000		8.125%		03/31/46	Current	100
8.257% Capital Securities, Series B	$100,000,000		8.257%		02/01/37	02/04/07	104.1285
7.20% Trust Preferred, Series C	$375,000,000		7.20%		03/31/48	02/26/04	100
TOTAL	$4,182,756,382						

(1) Quarterly at $0.29125 per ZENS (or 2% per year) plus "pass through" of AOL TimeWarner common stock dividend. Currently, AOL TimeWarner pays no common stock dividend.
(2) Collateralized by First Mortgage Bonds
(3) Collateralized by General Mortgage Bonds
(4) 100% plus make-whole premium using treasury yield + 50 basis points as the discount rate.

Principal amount of external debt and trust preferred securities
As of September 9, 2003

CenterPoint Energy Houston Electric, LLC

Security	Outstanding	Rate	Maturity	Call Feature Date	Call Feature Price
First Mortgage Bonds	$102,442,000	9.15%	03/15/21	NA	NA
General Mortgage Bonds	$450,000,000	5.70%	03/15/13	Current	(2)
General Mortgage Bonds	$312,275,000	6.95%	03/15/33	Current	(3)
General Mortgage Bonds	$200,000,000	5.60%	07/01/23	Current	(4)
General Mortgage Bonds	$300,000,000	5.75%	01/15/14	Current	(5)
Collateralized Term Loan	$1,310,000,000 (1)	(6)	11/11/05	NA	NA
TOTAL	$2,674,717,000				

(1) Collateralized by General Mortgage Bonds.
(2) 100% plus make-whole premium using treasury yield + 30 basis points as the discount rate.
(3) 100% plus make-whole premium using treasury yield + 35 basis points as the discount rate.
(4) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate.
(5) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate; (treasury yield + 50 basis points as the discount rate for a special redemption).
(6) Floating rate at LIBOR + 975 basis points with a minimum interest rate of 12.75%.

CenterPoint Energy Resources Corp.

Security	Outstanding	Rate	Maturity	Call Feature Date	Call Feature Price
Debentures	$145,070,000	8.90%	12/15/06	NA	NA
Convertible Subordinated Debentures	$77,372,900	6.00%	3/15/12	Current	100
Debentures	$300,000,000	6.50%	2/01/08	NA	NA
TERMS	$140,000,000	6.375%	11/01/03(1)	11/01/03	100
Notes	$325,000,000	8.125%	7/15/05	Current	(2)
Notes	$550,000,000	7.75%	2/15/11	Current	(3)
Senior Notes	$762,000,000	7.875%	4/01/13	Current	(4)
Note Payable to Reliant Energy Services	$36,000,000		6/01/05	NA	NA
6.25% Convertible Trust Preferred	$386,500	6.250%	6/30/26	Current (5)	100
TOTAL	$2,335,829,400				

(1) The option is expected to be exercised in the event the 10-year treasury rate in 2003 is less than 5.66%. If the option is exercised, the bonds will be remarketed to new investors and the maturity date of the bonds will extend to 2013. If the option is not exercised, the debt securities will be repaid in 2003.
(2) 100% plus make-whole premium using treasury yield + 25 basis points as the discount rate.
(3) 100% plus make-whole premium using treasury yield + 30 basis points as the discount rate.
(4) 100% plus make-whole premium using treasury yield + 50 basis points as the discount rate.
(5) Only if current market price of CNP common stock equal/exceeds 125% of the conversion price for 20 of 30 days.

Principal amount of external debt and trust preferred securities
As of September 9, 2003

CenterPoint Energy Transition Bond Company, LLC				Call Feature	
Security	Outstanding	Rate	Maturity	Date	Price
Class A-1 2001-1 Transition Bonds	$95,528,678	3.84%	(1)	(5)	(5)
Class A-2 2001-1 Transition Bonds	$118,000,000	4.76%	(2)	(5)	(5)
Class A-3 2001-1 Transition Bonds	$130,000,000	5.16%	(3)	(5)	(5)
Class A-4 2001-1 Transition Bonds	$385,897,000	5.63%	(4)	(5)	(5)
TOTAL	$729,425,678				

(1) Expected maturities: $12,356,801 on 09/15/03; $14,004,374 on 03/15/04; $27,184,961 on 09/15/04; $15,914,062 on 3/15/05; $26,068,480 on 09/15/05.

(2) Expected maturities: $4,823,521 on 09/15/05; $18,460,311 on 03/15/06; $35,834,722 on 09/15/06; $20,369,999 on 03/15/07; $38,511,447 on 09/15/07.

(3) Expected maturities: $1,030,314 on 09/15/07; $22,279,686 on 03/15/08; $43,248,801 on 09/15/08; $24,825,936 on 03/15/09; $38,615,263 on 09/15/09.

(4) Expected maturities: $9,576,259 on 09/15/09; $27,372,186 on 03/15/10; $53,134,242 on 09/15/10; $29,918,434 on 03/15/11; $58,076,963 on 09/15/11; $33,737,809 on 03/15/12; $65,491,043 on 09/15/12; $37,309,760 on 03/15/13; and $71,280,304 on 09/15/13.

(5) The Series 2001-1 Transition Bonds are subject to optional redemption in whole after the aggregate outstanding principal balance of the Series 2001-1 Transition Bonds has been reduced to 5% or less of the aggregate initial principal balance.

Debt Maturities - CNP

In millions

Scheduled Maturities of Debt and Trust Preferred Securities as of September 9, 2003

Year	CenterPoint Energy		CenterPoint Houston (1)	Trust Preferred Issuers	CERC	Sub-total	Transition Bonds	Total
2003	$ 17		$	$	$ 140	$ 157	$ 12	$ 169
2004						-	41	41
2005	1,822		1,310		367	3,499	47	3,546
2006					152	152	54	206
2007					6	6	60	66
2008-2012	465				908	1,373	406	1,779
2013-2017	547		750		762	2,059	109	2,168
2018-2022	540		102			642		642
2023-2027	731		200			931		931
2028-2032	1,158	(2)				1,158		1,158
2033-2037			312	100		412		412
2038-2042						-		-
2043-2047				250		250		250
2048-2052				375		375		375
Total	$ 5,280		$ 2,674	$ 725	$ 2,335	$ 11,014	$ 729	$ 11,743

(1) Excludes Transition Bonds

(2) Includes $840 million of ZENS currently shown as balance sheet debt of $105 million