

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Ryan Jason Michael</u> <hr/> (Last) (First) (Middle) 1111 LOUISIANA <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CENTERPOINT ENERGY INC [ CNP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Reg. Svcs. &amp; Gov. Affairs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2024		A		50,532 <sup>(1)</sup>	A	\$0	149,166	D	
Common Stock	02/20/2024		F		14,652 <sup>(2)</sup>	D	\$27.79	134,514	D	
Common Stock	02/20/2024		F		3,683 <sup>(3)</sup>	D	\$27.79	130,831 <sup>(4)</sup>	D	
Common Stock								3,668	I	By Savings Plan <sup>(5)</sup>

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

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

**Explanation of Responses:**

- Vesting of performance shares awarded in 2021 under the Issuer's Long-term Incentive Plan (the "Plan").
- Shares withheld for taxes upon vesting of performance shares.
- Shares withheld for taxes upon vesting of time-based restricted stock units ("RSUs").
- Total includes (i) 7,824 RSUs previously awarded under the Plan and vesting in February 2025, (ii) 13,425 RSUs previously awarded under the plan and vesting in February 2026, and (iii) 9,419 RSUs previously awarded under the Plan and vesting in three equal installments in February 2025, 2026 and 2027. The above awards shall vest (a) if he continues to be an employee of Issuer from the grant date through the respective vesting date, (b) in the event of his earlier disability or death, or (c) if he satisfies various conditions, upon his earlier retirement, except that such retirement vesting will be on a pro rata basis if, for the awards under clauses (i) and (ii) above, he fails to meet the conditions for full vesting, or, for the award under clause (iii), his retirement occurs in the year of grant. All vesting is conditioned upon achievement of positive operating income for the year preceding the applicable vesting date except in the case of death or disability.
- Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

**Remarks:**

Vincent A. Mercaldi, 02/22/2024  
Attorney-in-Fact

\*\* Signature of Reporting Person Date

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.