





This Issuer Tender Offer Statement on Schedule T0 relates to the offer by CenterPoint Energy, Inc. (the "Company") to exchange \$1,000 original principal amount of its 3.75% Convertible Senior Notes, Series B due 2023 (the "New Notes") and an exchange fee of \$1.50 for each \$1,000 original principal amount of validly tendered and accepted outstanding 3.75% Convertible Senior Notes due 2023 of the Company (the "Old Notes") upon the terms and conditions contained in the prospectus issued July 19, 2005 (as may be amended and supplemented from time to time, the "Prospectus") and the related Letter of Transmittal, which are parts of the Company's Registration Statement on Form S-4 (File No. 333-123182), originally filed with the SEC on March 8, 2005 (as may be supplemented and amended, the "Registration Statement") and are incorporated by reference herein.

This Schedule T0 is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

ITEM 1. SUMMARY TERM SHEET.

The information under the heading "Summary" in the Prospectus is incorporated herein by reference in answer to Item 1 of this Schedule T0.

ITEM 2. SUBJECT COMPANY INFORMATION.

(a) Name and Address. The name of the issuer of the New Notes is CenterPoint Energy, Inc. The address of the Company's principal executive offices is 1111 Louisiana, Houston, Texas 77002. The Company's telephone number at these offices is (713) 207-1111.

(b) Securities. This Schedule T0 relates to the offer by the Company to exchange \$1,000 original principal amount of its New Notes and an exchange fee of \$1.50 for each \$1,000 original principal amount of validly tendered and accepted outstanding Old Notes. The information set forth under the headings "Summary -- Material Differences Between the Old Notes and the New Notes" and "Description of the New Notes" in the Prospectus is incorporated herein by reference in answer to Item 2 of this Schedule T0. As of July 19, 2005, there was \$575,000,000 aggregate principal amount of Old Notes outstanding.

(c) Trading Market and Price. The Old Notes which have not been sold pursuant to the Company's resale Registration Statement on Form S-3 (No. 333-110348) are eligible for trading on the PORTAL market. The Old Notes which have been transferred under the resale registration statement are traded in the over-the-counter market. Set forth below are the high and low sales prices for the Old Notes based on each \$1,000 original principal amount for each quarterly period for the fiscal quarters ended on June 30, 2005, March 31, 2005, December 31, 2004, September 30, 2004, June 30, 2004, March 31, 2004, December 31, 2003, September 30, 2003 and June 30, 2003. The Old Notes were issued on May 17, 2003.

HIGH
LOW
YEAR
ENDING
ON
DECEMBER
31,
2005
2nd
Quarter
\$120.06
\$110.89
1st
Quarter
\$118.14
\$110.19
YEAR
ENDED
ON
DECEMBER
31,
2004
4th
Quarter
\$114.91
\$109.90
3rd
Quarter
\$119.01
\$108.39
2nd

Quarter  
\$116.66  
\$107.95  
1st  
Quarter  
\$113.77  
\$106.49  
YEAR  
ENDED  
ON  
DECEMBER  
31,  
2003  
4th  
Quarter  
\$108.44  
\$102.52  
3rd  
Quarter  
\$104.40  
\$94.07  
2nd  
Quarter\*  
\$114.14  
\$105.12

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\*From issuance on May 17, 2003

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.



and  
Corporate  
Secretary

James S.  
Brian  
Senior  
Vice  
President  
and Chief  
Accounting  
Officer -

Byron R.  
Kelley  
Senior  
Vice  
President  
and Group  
President  
Pipelines  
and Field  
Services -

Thomas R.  
Standish  
Senior  
Vice  
President  
and Group  
President  
Houston  
Electric &  
Information  
Technology







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The business address of each of the Company's executive officers and directors is c/o CenterPoint Energy, Inc., 1111 Louisiana, Houston, Texas 77002, and each such person's telephone number at such address is (713) 207-1111.

ITEM 4. TERMS OF THE TRANSACTION.

(a) Material Terms.

(1) Tender offers.

(i)-(viii), (x)-(xii) The information under the headings "Summary -- The Exchange Offer," "Summary -- Material Differences Between the Old Notes and the New Notes," "The Exchange Offer," "Description of the New Notes," "Description of Capital Stock" and "Material United States Federal Income Tax Consequences" in the Prospectus is incorporated herein by reference in answer to Item 4 of this Schedule TO.

(ix) Not applicable.

(2) Mergers or Similar Transactions. Not applicable.

(b) Purchases. To the best knowledge of the Company, no Old Notes are to be purchased from any officer, director or affiliate of the Company.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

(e) Agreements Involving Subject Company Securities. Not applicable.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

(a) Purposes. The information set forth under the heading "Summary -- The Exchange Offer -- Purpose of the Exchange Offer" in the Prospectus is incorporated herein by reference in answer to Item 6 of this Schedule T0.

(b) Use of Securities Acquired. Any Old Notes submitted for exchange will be cancelled and retired.

(c) Plans. Not applicable.

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The information in the Prospectus under the heading "Summary -- The Exchange Offer -- The Exchange Offer and Exchange Fee" is incorporated herein by reference in answer to Item 7 of this Schedule T0.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a) Securities Ownership. To the best knowledge of the Company, no Old Notes are beneficially owned by any person whose ownership would be required to be disclosed by this item.

(b) Securities Transactions. To the best knowledge of the Company, none of the persons referenced in this item have engaged in any transactions in the Old Notes during the 60 days preceding the date of this Schedule T0.

ITEM 9. PERSONS/ASSETS RETAINED, EMPLOYED, COMPENSATED OR USED.

(a) Solicitations or Recommendations. The information under the headings "The Exchange Offer -- Other Fees and Expenses," "The Exchange Offer -- Exchange Agent," "The Exchange Offer -- Information Agent" and "The Exchange Offer -- Dealer Manager" in the Prospectus is incorporated herein by reference in answer to Item 9 of this Schedule T0.

ITEM 10. FINANCIAL STATEMENTS.

(a) Financial information.

(1) The information on pages 68 through 128 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 ("2004 Form 10-K") is incorporated herein by reference.

(2) The information on pages 1 through 26 in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 is incorporated herein by reference.

(3) The information in the Prospectus under the heading "Ratio of Earnings to Fixed Charges" and in Exhibit 12 to the 2004 Form 10-K and Exhibit 12.2 to the Registration Statement is incorporated herein by reference.

(4) At March 31, 2005, the book value per share was \$3.67.

Copies of the financial statements incorporated herein by reference pursuant to clauses (1) and (2) of this Item 10(a) can be obtained as provided in the section of the Prospectus captioned "Where You Can Find More Information." Such section is incorporated herein by reference.

(b) Pro forma information. Not applicable.

ITEM 11. ADDITIONAL INFORMATION.

(a) Agreements, Regulatory Requirements and Legal Proceedings.









ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 19, 2005

CENTERPOINT ENERGY, INC.

By: /s/ James S. Brian

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Name: James S. Brian  
Title: Senior Vice President and  
Chief Accounting Officer